

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On July 11, 2007, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, (iii) upon the parties listed on Exhibit C hereto via facsimile and (iv) upon the parties listed on Exhibit D hereto via postage pre-paid U.S. mail:

Debtors' Surreply To Motion By Furukawa Electric North America APD And Furukawa Electric Co., LTD. For (A) Abstention Pursuant To 28 U.S.C. § 1334(c); (B) Relief From Automatic Stay Pursuant To 11 U.S.C. 362(d); And (C) An Order Limiting The Scope Of The Third Omnibus Claim Objection Hearing (Docket No. 8537) [a copy of which is attached hereto as Exhibit E]

Dated: July 13, 2007

/s/ Evan Gershbein  
Evan Gershbein

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 13th day of July, 2007, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Vanessa R. Quiñones

Commission Expires: 3/20/11

# **EXHIBIT A**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	<a href="mailto:rstark@brownrudnick.com">rstark@brownrudnick.com</a>	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	<a href="mailto:bsimon@cwsny.com">bsimon@cwsny.com</a>	
Curtis, Mallet-Prevost, Colt & Mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co., Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	<a href="mailto:donald.bernstein@dpw.com">donald.bernstein@dpw.com</a> <a href="mailto:brian.resnick@dpw.com">brian.resnick@dpw.com</a>	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	<a href="mailto:sean.p.corcoran@delphi.com">sean.p.corcoran@delphi.com</a> <a href="mailto:karen.j.craft@delphi.com">karen.j.craft@delphi.com</a>	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	<a href="mailto:mike.nefkens@eds.com">mike.nefkens@eds.com</a>	Creditor Committee Member
Flextronics International Flextronics International USA, Inc.	Carrie L. Schiff Paul W. Anderson	305 Interlocken Parkway 2090 Fortune Drive		Broomfield	CO	80021	303-927-4853	303-652-4716	<a href="mailto:cschiff@flextronics.com">cschiff@flextronics.com</a> <a href="mailto:paul.anderson@flextronics.com">paul.anderson@flextronics.com</a>	Counsel to Flextronics International Counsel to Flextronics International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III Brad Eric Sheler Bonnie Steingart Vivek Melwani	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	<a href="mailto:trey.chambers@freescale.com">trey.chambers@freescale.com</a>	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Jennifer L. Rodburg Richard J. Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	<a href="mailto:rodbuie@ffhsj.com">rodbuie@ffhsj.com</a> <a href="mailto:sliviri@ffhsj.com">sliviri@ffhsj.com</a>	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	<a href="mailto:randall.eisenberg@fticonsulting.com">randall.eisenberg@fticonsulting.com</a>	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kinsey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	<a href="mailto:valerie.venable@ge.com">valerie.venable@ge.com</a>	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	<a href="mailto:lhassel@groom.com">lhassel@groom.com</a>	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	1540 Broadway	24th Fl	New York	NY	10036	212-751-4300	212-751-0928	<a href="mailto:sgross@hodgsonruss.com">sgross@hodgsonruss.com</a>	Counsel to Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	<a href="mailto:fgorman@honigman.com">fgorman@honigman.com</a>	Counsel to General Motors Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	<a href="mailto:rweiss@honigman.com">rweiss@honigman.com</a>	Counsel to General Motors Corporation
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
Internal Revenue Service	Attn: Insolvency Department, Maria Valerio	290 Broadway	5th Floor	New York	NY	10007	212-436-1038	212-436-1931	<a href="mailto:mariavalerio@irs.gov">mariavalerio@irs.gov</a>	IRS
IUE-CWA	Conference Board Chairman	2360 W. Dorothy Lane	Suite 201	Dayton	OH	45439	937-294-7813	937-294-9164		Creditor Committee Member
Jefferies & Company, Inc.	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	<a href="mailto:bderrough@jefferies.com">bderrough@jefferies.com</a>	UCC Professional
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	<a href="mailto:richard.duker@jpmorgan.com">richard.duker@jpmorgan.com</a>	Prepetition Administrative Agent
JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10172	212-270-0426	212-270-0430	<a href="mailto:gianni.russello@jpmorgan.com">gianni.russello@jpmorgan.com</a> <a href="mailto:susan.atkins@jpmorgan.com">susan.atkins@jpmorgan.com</a>	Postpetition Administrative Agent
Kramer Levin Naftalis & Frankel LLP	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	<a href="mailto:gnovod@kramerlevin.com">gnovod@kramerlevin.com</a>	Counsel Data Systems Corporation; EDS Information Services, LLC
Kramer Levin Naftalis & Frankel LLP	Thomas Moers Mayer	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	<a href="mailto:tmayer@kramerlevin.com">tmayer@kramerlevin.com</a>	Counsel Data Systems Corporation; EDS Information Services, LLC
Kurtzman Carson Consultants	Sheryl Betance	2335 Alaska Ave		El Segundo	CA	90245	310-823-9000	310-823-9133	<a href="mailto:sbetance@kccllc.com">sbetance@kccllc.com</a>	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>	Counsel to Official Committee of Unsecured Creditors
Law Debenture Trust of New York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	<a href="mailto:daniel.fisher@lawdeb.com">daniel.fisher@lawdeb.com</a>	Indenture Trustee
Law Debenture Trust of New York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	<a href="mailto:patrick.healy@lawdeb.com">patrick.healy@lawdeb.com</a>	Indenture Trustee

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	<a href="mailto:dcleary@mwe.com">dcleary@mwe.com</a>	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	<a href="mailto:idejonker@mwe.com">idejonker@mwe.com</a>	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Mohsin N. Khambati	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	<a href="mailto:mkhambati@mwe.com">mkhambati@mwe.com</a>	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	<a href="mailto:pclark@mwe.com">pclark@mwe.com</a>	Counsel to Recticel North America, Inc.
McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	<a href="mailto:conh@mctiquelaw.com">conh@mctiquelaw.com</a>	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
McTigue Law Firm	J. Brian McTigue	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	<a href="mailto:bmctigue@mctiquelaw.com">bmctigue@mctiquelaw.com</a>	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York	NY	10017	212-808-8366	212-682-5015	<a href="mailto:lszlezinger@mesirrowfinancial.com">lszlezinger@mesirrowfinancial.com</a>	UCC Professional
Milbank Tweed Hadley & McCloy LLP	Gregory A Bray Esq Thomas R Kreller Esq James E Till Esq	601 South Figueroa Street	30th Floor	Los Angeles	CA	90017	213-892-4000	213-629-5063	<a href="mailto:gbray@milbank.com">gbray@milbank.com</a> <a href="mailto:tkreller@milbank.com">tkreller@milbank.com</a> <a href="mailto:jtill@milbank.com">jtill@milbank.com</a>	Counsel to Cerberus Capital Management LP and Dolce Investments LLC
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	2127358603	9175223103	<a href="mailto:jmoldovan@morrisoncohen.com">jmoldovan@morrisoncohen.com</a>	Counsel to Blue Cross and Blue Shield of Michigan
Northeast Regional Office	Mark Schonfeld, Regional Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	<a href="mailto:newyork@sec.gov">newyork@sec.gov</a>	Securities and Exchange Commission
Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075	<a href="mailto:ServeAG@oag.state.ny.us">ServeAG@oag.state.ny.us</a>	New York Attorney General's Office
O'Melveny & Myers LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	<a href="mailto:rsiegel@omm.com">rsiegel@omm.com</a>	Special Labor Counsel
O'Melveny & Myers LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	<a href="mailto:tjerman@omm.com">tjerman@omm.com</a>	Special Labor Counsel
Pension Benefit Guaranty Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	<a href="mailto:garrick_sandra@pbgc.gov">garrick_sandra@pbgc.gov</a> <a href="mailto:efile@pbgc.gov">efile@pbgc.gov</a>	Counsel to Pension Benefit Guaranty Corporation
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	2023264020	2023264112	<a href="mailto:landy.ralph@pbgc.gov">landy.ralph@pbgc.gov</a>	Chief Counsel to the Pension Benefit Guaranty Corporation
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	<a href="mailto:sriemer@phillipsnizer.com">sriemer@phillipsnizer.com</a>	Counsel to Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems
Rothchild Inc.	David L. Resnick	1251 Avenue of the Americas		New York	NY	10020	212-403-3500	212-403-5454	<a href="mailto:david.resnick@us.rothschild.com">david.resnick@us.rothschild.com</a>	Financial Advisor
Seyfarth Shaw LLP	Robert W. Dremluk	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801	2122185500	2122185526	<a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	<a href="mailto:dbartner@shearman.com">dbartner@shearman.com</a> <a href="mailto:jfrizzley@shearman.com">jfrizzley@shearman.com</a>	Local Counsel to the Debtors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	<a href="mailto:kziman@stblaw.com">kziman@stblaw.com</a> <a href="mailto:rtrust@stblaw.com">rtrust@stblaw.com</a> <a href="mailto:wrussell@stblaw.com">wrussell@stblaw.com</a> <a href="mailto:jbutler@skadden.com">jbutler@skadden.com</a> <a href="mailto:jlvonsch@skadden.com">jlvonsch@skadden.com</a> <a href="mailto:rmeisler@skadden.com">rmeisler@skadden.com</a> <a href="mailto:kmarafio@skadden.com">kmarafio@skadden.com</a> <a href="mailto:tmatz@skadden.com">tmatz@skadden.com</a>	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
Skadden, Arps, Slate, Meagher & Flom LLP	John Wm. Butler, John K. Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411		Counsel to the Debtor
Skadden, Arps, Slate, Meagher & Flom LLP	Kayalyn A. Marafioti, Thomas J. Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000		Counsel to the Debtor
Spencer Fane Britt & Browne LLP	Daniel D. Doyle	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	<a href="mailto:didoyle@spencerfane.com">didoyle@spencerfane.com</a>	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
Spencer Fane Britt & Browne LLP	Nicholas Franke	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	<a href="mailto:nfranke@spencerfane.com">nfranke@spencerfane.com</a>	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
Stevens & Lee, P.C.	Chester B. Salomon, Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	2123198500	2123198505	<a href="mailto:cp@stevenslee.com">cp@stevenslee.com</a> <a href="mailto:cs@stevenslee.com">cs@stevenslee.com</a>	Counsel to Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	<a href="mailto:altogut@teamtogut.com">altogut@teamtogut.com</a>	Conflicts Counsel to the Debtors
Tyco Electronics Corporation	MaryAnn Brereton, Assistant General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805		Creditor Committee Member

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	212-668-2255 does not take service via fax		Counsel to United States Trustee
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	301 Commerce Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	<a href="mailto:mwarner@warnerstevens.com">mwarner@warnerstevens.com</a>	Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors
Weil, Gotshal & Manges LLP	Harvey R. Miller	767 Fifth Avenue		New York	NY	10153	212-310-8500	212-310-8077	<a href="mailto:harvey.miller@weil.com">harvey.miller@weil.com</a>	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:jeff.tanenbaum@weil.com">jeff.tanenbaum@weil.com</a>	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:martin.bienenstock@weil.com">martin.bienenstock@weil.com</a>	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:michael.kessler@weil.com">michael.kessler@weil.com</a>	Counsel to General Motors Corporation
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	1100 North Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	<a href="mailto:scimalore@wilmingtontrust.com">scimalore@wilmingtontrust.com</a>	Creditor Committee Member/Indenture Trustee

Company	Contact	Address 1	City	State	Zip
DiConza Law P.C.	Gerard DiConza, Esq.	630 Third Avenue	New York	NY	10017
Varnum, Riddering, Schmidt & Howlett LLP	Michael S. McElwee, Esq.	333 Bridge Street, N.W. Suite 1700	Grand Rapids	MI	49504

## **EXHIBIT B**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	<a href="mailto:rstark@brownrudnick.com">rstark@brownrudnick.com</a>	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	<a href="mailto:bsimon@cwsny.com">bsimon@cwsny.com</a>	
Curtis, Mallet-Prevost, Colt & Mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	<a href="mailto:donald.bernstein@dpw.com">donald.bernstein@dpw.com</a> <a href="mailto:brian.resnick@dpw.com">brian.resnick@dpw.com</a>	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	<a href="mailto:sean.p.corcoran@delphi.com">sean.p.corcoran@delphi.com</a> <a href="mailto:karen.j.craft@delphi.com">karen.j.craft@delphi.com</a>	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	<a href="mailto:mike.nefkens@eds.com">mike.nefkens@eds.com</a>	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	CO	80021	303-927-4853	303-652-4716	<a href="mailto:cschiff@flextronics.com">cschiff@flextronics.com</a>	Counsel to Flextronics International
Flextronics International USA, Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		<a href="mailto:paul.anderson@flextronics.com">paul.anderson@flextronics.com</a>	Counsel to Flextronics International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	<a href="mailto:trey.chambers@freescale.com">trey.chambers@freescale.com</a>	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	<a href="mailto:rodbuie@ffhsj.com">rodbuie@ffhsj.com</a> <a href="mailto:sliviri@ffhsj.com">sliviri@ffhsj.com</a>	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	<a href="mailto:randall.eisenberg@fticonsulting.com">randall.eisenberg@fticonsulting.com</a>	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	<a href="mailto:valerie.venable@ge.com">valerie.venable@ge.com</a>	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	<a href="mailto:lhassel@groom.com">lhassel@groom.com</a>	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	1540 Broadway	24th Fl	New York	NY	10036	212-751-4300	212-751-0928	<a href="mailto:sgross@hodgsonruss.com">sgross@hodgsonruss.com</a>	Counsel to Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	<a href="mailto:fgorman@honigman.com">fgorman@honigman.com</a>	Counsel to General Motors Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	<a href="mailto:rweiss@honigman.com">rweiss@honigman.com</a>	Counsel to General Motors Corporation
Jefferies & Company, Inc.	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	<a href="mailto:bderrough@jefferies.com">bderrough@jefferies.com</a>	UCC Professional
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	<a href="mailto:richard.duker@jpmorgan.com">richard.duker@jpmorgan.com</a>	Prepetition Administrative Agent
JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10172	212-270-0426	212-270-0430	<a href="mailto:gianni.russello@jpmorgan.com">gianni.russello@jpmorgan.com</a> <a href="mailto:susan.atkins@jpmorgan.com">susan.atkins@jpmorgan.com</a>	Postpetition Administrative Agent
Kramer Levin Naftalis & Frankel LLP	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	<a href="mailto:gnovod@kramerlevin.com">gnovod@kramerlevin.com</a>	Counsel Data Systems Corporation; EDS Information Services, LLC
Kramer Levin Naftalis & Frankel LLP	Thomas Moers Mayer	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	<a href="mailto:tmayer@kramerlevin.com">tmayer@kramerlevin.com</a>	Counsel Data Systems Corporation; EDS Information Services, LLC
Kurtzman Carson Consultants	Sheryl Betance	2335 Alaska Ave		El Segundo	CA	90245	310-823-9000	310-823-9133	<a href="mailto:sbetance@kccllc.com">sbetance@kccllc.com</a>	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>	Counsel to Official Committee of Unsecured Creditors
Law Debenture Trust of New York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	<a href="mailto:daniel.fisher@lawdeb.com">daniel.fisher@lawdeb.com</a>	Indenture Trustee
Law Debenture Trust of New York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	<a href="mailto:patrick.healy@lawdeb.com">patrick.healy@lawdeb.com</a>	Indenture Trustee
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	<a href="mailto:idejonker@mwe.com">idejonker@mwe.com</a>	Counsel to Recticel North America, Inc.



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	<a href="mailto:pclark@mwe.com">pclark@mwe.com</a>	Counsel to Recticel North America, Inc.
McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	<a href="mailto:conh@mctiquelaw.com">conh@mctiquelaw.com</a>	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
McTigue Law Firm	J. Brian McTigue	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	<a href="mailto:bmctigue@mctiquelaw.com">bmctigue@mctiquelaw.com</a>	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York	NY	10017	212-808-8366	212-682-5015	<a href="mailto:lszlezinger@mesirofinancial.com">lszlezinger@mesirofinancial.com</a>	UCC Professional
Milbank Tweed Hadley & McCloy LLP	Gregory A Bray Esq Thomas R Kreller Esq James E Till Esq	601 South Figueroa Street	30th Floor	Los Angeles	CA	90017	213-892-4000	213-629-5063	<a href="mailto:gbray@milbank.com">gbray@milbank.com</a> <a href="mailto:tkreller@milbank.com">tkreller@milbank.com</a> <a href="mailto:jtill@milbank.com">jtill@milbank.com</a>	Counsel to Cerberus Capital Management LP and Dolce Investments LLC
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	212-735-8603	917-522-3103	<a href="mailto:jmoldovan@morrisoncohen.com">jmoldovan@morrisoncohen.com</a>	Counsel to Blue Cross and Blue Shield of Michigan
Northeast Regional Office	Mark Schonfeld, Regional Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	<a href="mailto:newyork@sec.gov">newyork@sec.gov</a>	Securities and Exchange Commission
Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075	<a href="mailto:ServeAG@oag.state.ny.us">ServeAG@oag.state.ny.us</a>	New York Attorney General's Office
O'Melveny & Myers LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	<a href="mailto:rsiegel@omm.com">rsiegel@omm.com</a>	Special Labor Counsel
O'Melveny & Myers LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	<a href="mailto:tjerman@omm.com">tjerman@omm.com</a>	Special Labor Counsel
Pension Benefit Guaranty Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	<a href="mailto:efile@pbqc.gov">efile@pbqc.gov</a>	Counsel to Pension Benefit Guaranty Corporation
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	202-326-4020	202-326-4112	<a href="mailto:landy.ralph@pbqc.gov">landy.ralph@pbqc.gov</a>	Chief Counsel to the Pension Benefit Guaranty Corporation
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	<a href="mailto:sriemer@phillipsnizer.com">sriemer@phillipsnizer.com</a>	Counsel to Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems
Rothchild Inc.	David L. Resnick	1251 Avenue of the Americas		New York	NY	10020	212-403-3500	212-403-5454	<a href="mailto:david.resnick@us.rothschild.com">david.resnick@us.rothschild.com</a>	Financial Advisor
Seyfarth Shaw LLP	Robert W. Dremluk	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801	212-218-5500	212-218-5526	<a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY	10022	212-848-4000	212-848-7179	<a href="mailto:dbartner@shearman.com">dbartner@shearman.com</a> <a href="mailto:jfrizzley@shearman.com">jfrizzley@shearman.com</a>	Local Counsel to the Debtors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	<a href="mailto:kziman@stblaw.com">kziman@stblaw.com</a> <a href="mailto:rtrust@stblaw.com">rtrust@stblaw.com</a> <a href="mailto:wrussell@stblaw.com">wrussell@stblaw.com</a>	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
Skadden, Arps, Slate, Meagher & Flom LLP	John Wm. Butler, John K. Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	<a href="mailto:jbutler@skadden.com">jbutler@skadden.com</a> <a href="mailto:jlvonsch@skadden.com">jlvonsch@skadden.com</a> <a href="mailto:rmeisler@skadden.com">rmeisler@skadden.com</a>	Counsel to the Debtor
Skadden, Arps, Slate, Meagher & Flom LLP	Kayalyn A. Marafioti, Thomas J. Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000	<a href="mailto:kmarafio@skadden.com">kmarafio@skadden.com</a> <a href="mailto:tmatz@skadden.com">tmatz@skadden.com</a>	Counsel to the Debtor
Spencer Fane Britt & Browne LLP	Daniel D. Doyle	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	<a href="mailto:didoyle@spencerfane.com">didoyle@spencerfane.com</a>	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
Spencer Fane Britt & Browne LLP	Nicholas Franke	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	<a href="mailto:nfranke@spencerfane.com">nfranke@spencerfane.com</a>	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
Stevens & Lee, P.C.	Chester B. Salomon, Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	212-319-8500	212-319-8505	<a href="mailto:cp@stevenslee.com">cp@stevenslee.com</a> <a href="mailto:cs@stevenslee.com">cs@stevenslee.com</a>	Counsel to Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	<a href="mailto:altogut@teamtogut.com">altogut@teamtogut.com</a>	Conflicts Counsel to the Debtors
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	301 Commerce Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	<a href="mailto:mwarner@warnerstevens.com">mwarner@warnerstevens.com</a>	Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors
Weil, Gotshal & Manges LLP	Harvey R. Miller	767 Fifth Avenue		New York	NY	10153	212-310-8500	212-310-8077	<a href="mailto:harvey.miller@weil.com">harvey.miller@weil.com</a>	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:jeff.tanenbaum@weil.com">jeff.tanenbaum@weil.com</a>	Counsel to General Motors Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:martin.bienenstock@weil.com">martin.bienenstock@weil.com</a>	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:michael.kessler@weil.com">michael.kessler@weil.com</a>	Counsel to General Motors Corporation
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	1100 North Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	<a href="mailto:scimalore@wilmingtontrust.com">scimalore@wilmingtontrust.com</a>	Creditor Committee Member/Indenture Trustee

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Adalberto Cañadas Castillo		Avda Ramon de Carranza	10-1°	Cadiz		11006	Spain	34 956 226 311		<a href="mailto:adalberto@canadas.com">adalberto@canadas.com</a>	Representative to DASE
Akin Gump Strauss Hauer & Feld, LLP	Peter J. Gurfein	2029 Centure Park East	Suite 2400	Los Angeles	CA	90067		310-552-6696	310-229-1001	<a href="mailto:pgurfein@akingump.com">pgurfein@akingump.com</a>	Counsel to Wamco, Inc.
Allen Matkins Leck Gamble & Mallory LLP	Michael S. Greger	1900 Main Street	Fifth Floor	Irvine	CA	92614-7321		949-553-1313	949-553-8354	<a href="mailto:mgreger@allenmatkins.com">mgreger@allenmatkins.com</a>	Counsel to Kilroy Realty, L.P.
Alston & Bird, LLP	Craig E. Freeman	90 Park Avenue		New York	NY	10016		212-210-9400	212-922-3891	<a href="mailto:craig.freeman@alston.com">craig.freeman@alston.com</a>	Counsel to Cadence Innovation, LLC
Alston & Bird, LLP	Dennis J. Connolly; David A. Wender	1201 West Peachtree Street		Atlanta	GA	30309		404-881-7269	404-253-8554	<a href="mailto:dconnolly@alston.com">dconnolly@alston.com</a> <a href="mailto:dwender@alston.com">dwender@alston.com</a>	Counsel to Cadence Innovation, LLC
Ambrake Corporation	Brandon J. Kessinger	300 Ring Road		Elizabethtown	KY	42701		270-234-5428	270-737-3044	<a href="mailto:bkessinger@akebono-usa.com">bkessinger@akebono-usa.com</a>	Representative for Ambrake Corporation
American Axle & Manufacturing, Inc.	Steven R. Keyes	One Dauch Drive, Mail Code 6E-2-42		Detroit	MI	48243		313-758-4868		<a href="mailto:steven.keyes@aam.com">steven.keyes@aam.com</a>	Representative for American Axle & Manufacturing, Inc.
Andrews Kurth LLP	Gogi Malik	1717 Main Street	Suite 3700	Dallas	TX	75201		214-659-4400	214-659-4401	<a href="mailto:gogimalik@andrewskurth.com">gogimalik@andrewskurth.com</a>	Counsel to ITW Mortgage Investments IV, Inc.
Andrews Kurth LLP	Monica S. Blacker	1717 Main Street	Suite 3700	Dallas	TX	75201		214-659-4400	214-659-4401	<a href="mailto:mblacker@andrewskurth.com">mblacker@andrewskurth.com</a>	Counsel to ITW Mortgage Investments IV, Inc.
Angelo, Gordon & Co.	Leigh Walzer	245 Park Avenue	26th Floor	New York	NY	10167		212-692-8251	212-867-6395	<a href="mailto:lwalzer@angelogordon.com">lwalzer@angelogordon.com</a>	
Anglin, Flewelling, Rasmussen, Campbell & Trytten, LLP	Mark T. Flewelling	199 South Los Robles Avenue	Suite 600	Pasadena	CA	91101-2459		626-535-1900	626-577-7764	<a href="mailto:mtf@afrct.com">mtf@afrct.com</a>	Counsel to Stanley Electric Sales of America, Inc.
Arent Fox PLLC	Mitchell D. Cohen	1675 Broadway		New York	NY	10019		212-484-3900	212-484-3990	<a href="mailto:Cohen.Mitchell@arentfox.com">Cohen.Mitchell@arentfox.com</a>	Counsel to Pullman Bank and Trust Company
Arent Fox PLLC	Robert M. Hirsh	1675 Broadway		New York	NY	10019		212-484-3900	212-484-3990	<a href="mailto:Hirsh.Robert@arentfox.com">Hirsh.Robert@arentfox.com</a>	Counsel to Pullman Bank and Trust Company
Arnall Golden Gregory LLP	Darryl S. Laddin	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031		404-873-8120	404-873-8121	<a href="mailto:dladdin@agg.com">dladdin@agg.com</a>	Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC Telecommunications, Inc. (SBC)
Arnold & Porter LLP	Joel M. Gross	555 Twelfth Street, N.W.		Washington	D.C.	20004-1206		202-942-5000	202-942-5999	<a href="mailto:joel_gross@aporter.com">joel_gross@aporter.com</a>	Counsel to CSX Transportation, Inc.
ATS Automation Tooling Systems Inc.	Carl Galloway	250 Royal Oak Road		Cambridge	Ontario	N3H 4R6	Canada	519-653-4483	519-650-6520	<a href="mailto:cgalloway@atsautomation.com">cgalloway@atsautomation.com</a>	Company
Barack, Ferrazzano, Kirschbaum & Nagelberg LLP	Kimberly J. Robinson	200 W Madison St Ste 3900		Chicago	IL	60606		312-984-3100	312-984-3150	<a href="mailto:kim.robinson@bfkn.com">kim.robinson@bfkn.com</a>	Counsel to Motion Industries, Inc., EIS, Inc. and Johnson Industries, Inc.
Barack, Ferrazzano, Kirschbaum & Nagelberg LLP	William J. Barrett	200 W Madison St Ste 3900		Chicago	IL	60606		312-984-3100	312-984-3150	<a href="mailto:william.barrett@bfkn.com">william.barrett@bfkn.com</a>	Counsel to Motion Industries, Inc., EIS, Inc. and Johnson Industries, Inc.
Barnes & Thornburg LLP	Alan K. Mills	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	<a href="mailto:alan.mills@btlaw.com">alan.mills@btlaw.com</a>	Counsel to Mays Chemical Company
Barnes & Thornburg LLP	John T. Gregg	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503		616-742-3930	616-742-3999	<a href="mailto:john.gregg@btlaw.com">john.gregg@btlaw.com</a>	Counsel to Priority Health; Clarion Corporation of America
Barnes & Thornburg LLP	Mark R. Owens	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	<a href="mailto:mark.owens@btlaw.com">mark.owens@btlaw.com</a>	Counsel to Clarion Corporation of America
Barnes & Thornburg LLP	Michael K. McCrory	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	<a href="mailto:michael.mccrory@btlaw.com">michael.mccrory@btlaw.com</a>	Counsel to Gibbs Die Casting Corporation; Clarion Corporation of America
Barnes & Thornburg LLP	Patrick E. Mears	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503		616-742-3936	616-742-3999	<a href="mailto:pmears@btlaw.com">pmears@btlaw.com</a>	Counsel to Armada Rubber Manufacturing Company, Bank of America Leasing & Leasing & Capital, LLC, & AutoCam Corporation
Barnes & Thornburg LLP	Wendy D. Brewer	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	<a href="mailto:wendy.brewer@btlaw.com">wendy.brewer@btlaw.com</a>	Counsel to Gibbs Die Casting Corporation
Bartlett Hackett Feinberg P.C.	Frank F. McGinn	155 Federal Street	9th Floor	Boston	MA	02110		617-422-0200	617-422-0383	<a href="mailto:ffm@bostonbusinesslaw.com">ffm@bostonbusinesslaw.com</a>	Counsel to Iron Mountain Information Management, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Beeman Law Office	Thomas M Beeman	33 West 10th Street	Suite 200	Anderson	IN	46016		765-640-1330	765-640-1332	<a href="mailto:tom@beemanlawoffice.com">tom@beemanlawoffice.com</a>	Counsel to Madison County (Indiana) Treasurer
Bernstein Litowitz Berger & Grossman	Hannah E. Greenwald	1285 Avenue of the Americas		New York	NY	10019		212-554-1411	2125541444	<a href="mailto:hannah@blbglaw.com">hannah@blbglaw.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP
Bernstein Litowitz Berger & Grossman	John P. Coffey	1285 Avenue of the Americas		New York	NY	10019		212-554-1409	2125541444	<a href="mailto:sean@blbglaw.com">sean@blbglaw.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP
Bernstein Litowitz Berger & Grossman	Wallace A. Showman	1285 Avenue of the Americas		New York	NY	10019		212-554-1429	212-554-1444	<a href="mailto:wallace@blbglaw.com">wallace@blbglaw.com</a>	Counsel to SANLUIS Rassini International, Inc.; Rassini, S.A. de C.V.
Bialson, Bergen & Schwab	Kenneth T. Law, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	<a href="mailto:klaw@bbslaw.com">klaw@bbslaw.com</a>	Counsel to UPS Supply Chain Solutions, Inc.
Bialson, Bergen & Schwab	Lawrence M. Schwab, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	<a href="mailto:lschwab@bbslaw.com">lschwab@bbslaw.com</a>	Counsel to UPS Supply Chain Solutions, Inc.; Soletron Corporation; Soletron De Mexico SA de CV; Soletron Invoitronics; Coherent, Inc.; Veritas Software Corporation
Bialson, Bergen & Schwab	Patrick M. Costello, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	<a href="mailto:pcostello@bbslaw.com">pcostello@bbslaw.com</a>	Soletron Corporation; Soletron de Mexico SA de CV; Soletron Invoitronics and Coherent, Inc.
Bialson, Bergen & Schwab	Thomas M. Gaa	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	<a href="mailto:tgaa@bbslaw.com">tgaa@bbslaw.com</a>	Counsel to Veritas Software Corporation
Bingham McHale LLP	John E Taylor Whitney L Mosby	10 West Market Street	Suite 2700	Indianapolis	IN	46204		317-635-8900	317-236-9907	<a href="mailto:jtaylor@binghammchale.com">jtaylor@binghammchale.com</a> <a href="mailto:wmosby@binghammchale.com">wmosby@binghammchale.com</a>	Counsel to Universal Tool & Engineering co., Inc. and M.G. Corporation
Blank Rome LLP	Marc E. Richards	The Chrysler Building	405 Lexington Avenue	New York	NY	10174		212-885-5000	212-885-5002	<a href="mailto:mrichards@blankrome.com">mrichards@blankrome.com</a>	Counsel to DENSO International America, Inc.
Bodman LLP	Ralph E. McDowell	100 Renaissance Center	34th Floor	Detroit	MI	48243		313-393-7592	313-393-7579	<a href="mailto:rmcdowell@bodmanllp.com">rmcdowell@bodmanllp.com</a>	Counsel to Freudenberg-NOK; General Partnership; Freudenberg-NOK, Inc.; Flextech, Inc.; Vibracoustic de Mexico, S.A. de C.V.; Lear Corporation; American Axle & Manufacturing, Inc.
Bond, Schoeneck & King, PLLC	Camille W. Hill	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	<a href="mailto:chill@bsk.com">chill@bsk.com</a>	Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessy Plastics Corp.
Bond, Schoeneck & King, PLLC	Charles J. Sullivan	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	<a href="mailto:csullivan@bsk.com">csullivan@bsk.com</a>	Counsel to Diemolding Corporation
Bond, Schoeneck & King, PLLC	Stephen A. Donato	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	<a href="mailto:sdonato@bsk.com">sdonato@bsk.com</a>	Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessy Plastics Corp; Diemolding Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Bose McKinney & Evans LLP	Jeannette Eisan Hinshaw	135 N. Pennsylvania Street	Suite 2700	Indianapolis	IN	46204		317-684-5296	317-684-5173	<a href="mailto:jhinshaw@boselaw.com">jhinshaw@boselaw.com</a>	Counsel to Decatur Plastics Products, Inc. and Eikenberry & Associates, Inc.; Lorentson Manufacturing, Company, Inc.; Lorentson Tooling, Inc.; L & S Tools, Inc.; Hewitt Tool & Die, Inc.
Boult, Cummings, Conners & Berry, PLC	Austin L. McMullen	1600 Division Street, Suite 700	PO Box 34005	Nashville	TN	37203		615-252-2307	615-252-6307	<a href="mailto:amcmullen@bccb.com">amcmullen@bccb.com</a>	Counsel to Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.
Boult, Cummings, Conners & Berry, PLC	Roger G. Jones	1600 Division Street, Suite 700	PO Box 34005	Nashville	TN	37203		615-252-2307	615-252-6307	<a href="mailto:rjones@bccb.com">rjones@bccb.com</a>	Counsel to Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.
Brembo S.p.A.	Massimiliano Cini	Administration Department via Brembo 25	24035 Curno BG	Bergamo			Italy	00039-035-605-529	0039-035-605-671	<a href="mailto:massimiliano_cini@brembo.it">massimiliano_cini@brembo.it</a>	Creditor
Brown & Connery, LLP	Donald K. Ludman	6 North Broad Street		Woodbury	NJ	08096		856-812-8900	856-853-9933	<a href="mailto:dludman@brownconnery.com">dludman@brownconnery.com</a>	Counsel to SAP America, Inc.
Buchalter Nemer, A Profesional Corporation	Shawn M. Christianson	333 Market Street	25th Floor	San Francisco	CA	94105-2126		415-227-0900	415-227-0770	<a href="mailto:schristianson@buchalter.com">schristianson@buchalter.com</a>	Counsel to Oracle USA, Inc.; Oracle Credit Corporation
Burr & Forman LLP	Michael Leo Hall	420 North Twentieth Street	Suite 3100	Birmingham	AL	35203		(205) 458-5367	(205) 244-5651	<a href="mailto:mhall@burr.com">mhall@burr.com</a>	Counsel to Mercedes-Benz U.S. International, Inc
Cadwalader Wickersham & Taft LLP	Jeannine D'Amico	1201 F St NW Ste 1100		Washington	DC	20004		202-862-2452	202-862-2400	<a href="mailto:jeannine.damico@cwt.com">jeannine.damico@cwt.com</a>	Attorneys for the Audit Committee of Delphi Corporation
Cahill Gordon & Reindel LLP	Jonathan Greenberg	80 Pine Street		New York	NY	10005		212-701-3000	732-205-6777	<a href="mailto:jonathan.greenberg@BASF.COM">jonathan.greenberg@BASF.COM</a>	Counsel to Engelhard Corporation
Cahill Gordon & Reindel LLP	Robert Usadi	80 Pine Street		New York	NY	10005		212-701-3000	212-269-5420	<a href="mailto:rusadi@cahill.com">rusadi@cahill.com</a>	Counsel to Engelhard Corporation
Calfee, Halter & Griswold LLC	Jean R. Robertson, Esq.	1400 McDonald Investment Ctr	800 Superior Ave	Cleveland	OH	44114		216-622-8404	216-241-0816	<a href="mailto:jrobertson@calfee.com">jrobertson@calfee.com</a>	Counsel to Brush Engineered materials
Calinoff & Katz, LLP	Dorothy H. Marinis-Riggio	140 East 45th Street	17th Floor	New York	NY	10017		212-826-8800	212-644-5123	<a href="mailto:driggio@candklaw.com">driggio@candklaw.com</a>	Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc.
Carson Fischer, P.L.C.	Robert A. Weisberg	300 East Maple Road	Third Floor	Birmingham	MI	48009-6317		248-644-4840	248-644-1832	<a href="mailto:rweisberg@carsonfischer.com">rweisberg@carsonfischer.com</a>	Counsel to Cascade Die Casting Group, Inc.
Carter Ledyard & Milburn LLP	Aaron R. Cahn	2 Wall Street		New York	NY	10005		212-732-3200	212-732-3232	<a href="mailto:cahn@clm.com">cahn@clm.com</a>	Counsel to STMicroelectronics, Inc.
Chadbourne & Parke LLP	Douglas Deutsch, Esq.	30 Rockefeller Plaza		New York	NY	10112		212-408-5100	212-541-5369	<a href="mailto:ddeutsch@chadbourne.com">ddeutsch@chadbourne.com</a>	Counsel to EagleRock Capital Management, LLC
Clark Hill PLC	Joel D. Applebaum	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	313-965-8252	<a href="mailto:japplebaum@clarkhill.com">japplebaum@clarkhill.com</a>	Counsel to 1st Choice Heating & Cooling, Inc.; BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC
Clark Hill PLC	Shannon Deeby	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	313-965-8252	<a href="mailto:sdeeby@clarkhill.com">sdeeby@clarkhill.com</a>	Counsel to BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC
Clark Hill PLLC	Robert D. Gordon	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8572	313-965-8252	<a href="mailto:rgordon@clarkhill.com">rgordon@clarkhill.com</a>	Counsel to ATS Automation Tooling Systems Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Cleary Gottlieb Steen & Hamilton LLP	Deborah M. Buell	One Liberty Plaza		New York	NY	10006		212-225-2000	212-225-3999	<a href="mailto:maofiling@cgsh.com">maofiling@cgsh.com</a>	Counsel to Arneses Electricos Automotrices, S.A.de C.V.; Cordaflex, S.A. de C.V.
Cleary, Gottlieb, Steen & Hamilton LLP	James L. Bromley	One Liberty Plaza		New York	NY	10006		212-225-2000	212-225-3999	<a href="mailto:maofiling@cgsh.com">maofiling@cgsh.com</a>	Counsel to Bear, Stearns, Co. Inc.; Citigroup, Inc.; Credit Suisse First Boston; Deutsche Bank Securities, Inc.; Goldman Sachs Group, Inc.; JP Morgan Chase & Co.; Lehman Brothers, Inc.; Merrill Lynch & Co.; Morgan Stanley & Co., Inc.; UBS Securities, LLC
Cohen & Grigsby, P.C.	Thomas D. Maxson	11 Stanwix Street	15th Floor	Pittsburgh	PA	15222-1319		412-297-4706	412-209-1837	<a href="mailto:tmaxson@cohenlaw.com">tmaxson@cohenlaw.com</a>	Counsel to Nova Chemicals, Inc.
Cohen, Weiss & Simon LLP	Joseph J. Vitale Babette Ceccotti	330 West 42nd Street		New York	NY	10036		212-356-0238	646-473-8238	<a href="mailto:jvitale@cwsny.com">jvitale@cwsny.com</a> <a href="mailto:bceccotti@cwsny.com">bceccotti@cwsny.com</a>	Counsel to International Union, United Automobile, Aerospace and Agriculture Implement Works of America (UAW)
Cohn Birnbaum & Shea P.C.	Scott D. Rosen, Esq.	100 Pearl Street, 12th Floor		Hartford	CT	06103		860-493-2200	860-727-0361	<a href="mailto:srosen@cb-shea.com">srosen@cb-shea.com</a>	Counsel to Floyd Manufacturing Co., Inc.
Conlin, McKenney & Philbrick, P.C.	Bruce N. Elliott	350 South Main Street	Suite 400	Ann Arbor	MI	48104		734-971-9000	734-971-9001	<a href="mailto:Elliott@cmplaw.com">Elliott@cmplaw.com</a>	Counsel to Brazeway, Inc.
Connolly Bove Lodge & Hutz LLP	Jeffrey C. Wisler, Esq.	1007 N. Orange Street	P.O. Box 2207	Wilmington	DE	19899		302-658-9141	302-658-0380	<a href="mailto:jwisler@cblh.com">jwisler@cblh.com</a>	Counsel to ORIX Warren, LLC
Contrarian Capital Management, L.L.C.	Mark Lee, Janice Stanton, Bill Raine, Seth Lax	411 West Putnam Avenue	Suite 225	Greenwich	CT	06830		203-862-8200 (203) 862-8231	203-629-1977 (203) 629-1977	<a href="mailto:mlee@contrariancapital.com">mlee@contrariancapital.com</a> <a href="mailto:jstanton@contrariancapital.com">jstanton@contrariancapital.com</a> <a href="mailto:wraime@contrariancapital.com">wraime@contrariancapital.com</a> <a href="mailto:slax@contrariancapital.com">slax@contrariancapital.com</a>	Counsel to Contrarian Capital Management, L.L.C.
Coolidge, Wall, Womsley & Lombard Co. LPA	Ronald S. Pretekin	33 West First Street	Suite 600	Dayton	OH	45402		937-223-8177	937-223-6705	<a href="mailto:Pretekin@coolaw.com">Pretekin@coolaw.com</a>	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company
Coolidge, Wall, Womsley & Lombard Co. LPA	Sylvie J. Derrien	33 West First Street	Suite 600	Dayton	OH	45402		937-223-8177	937-223-6705	<a href="mailto:derrien@coolaw.com">derrien@coolaw.com</a>	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company
Cornell University	Nancy H. Pagliaro	Office of University Counsel	300 CCC Building, Garden Avenue	Ithaca	NY	14853-2601		607-255-5124	607-254-3556	<a href="mailto:nhp4@cornell.edu">nhp4@cornell.edu</a>	Paralegal/Counsel to Cornell University
Covington & Burling	Susan Power Johnston	1330 Avenue of the Americas		New York	NY	10019		212-841-1005	646-441-9005	<a href="mailto:sjohnston@cov.com">sjohnston@cov.com</a>	Special Counsel to the Debtor
Cox, Hodgman & GiarMarco, P.C.	Sean M. Walsh, Esq.	Tenth Floor Columbia Center	101 W. Big Beaver Road	Troy	MI	48084-5280		248-457-7000	248-457-7001	<a href="mailto:swalsh@chqlaw.com">swalsh@chqlaw.com</a>	Counsel to Nissinbo Automotive Corporation
Curtin & Heefner, LLP	Daniel P. Mazo	250 N. Pennsylvania Avenue		Morrisville	PA	19067		215-736-2521	215-736-3647	<a href="mailto:dpm@curtinheefner.com">dpm@curtinheefner.com</a>	Counsel to SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut, Inc.
Curtin & Heefner, LLP	Robert Szwajkos	250 N. Pennsylvania Avenue		Morrisville	PA	19067		215-736-2521	215-736-3647	<a href="mailto:rsz@curtinheefner.com">rsz@curtinheefner.com</a>	Counsel to SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut, Inc.
Damon & Morey LLP	William F. Savino	1000 Cathedral Place	298 Main Street	Buffalo	NY	14202-4096		716-856-5500	716-856-5510	<a href="mailto:wsavino@damonmorey.com">wsavino@damonmorey.com</a>	Counsel to Relco, Inc.; The Durham Companies, Inc.
Day Pitney LLP	Richard M. Meth	P.O. Box 1945		Morristown	NJ	07962-1945		973-966-6300	973-966-1015	<a href="mailto:rmeth@daypitney.com">rmeth@daypitney.com</a>	Counsel to Marshall E. Campbell Company

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Day Pitney LLP	Ronald S. Beacher Conrad K. Chiu	7 Times Square		New York	NY	10036		212-297-5800	212-916-2940	<a href="mailto:rbeacher@daypitney.com">rbeacher@daypitney.com</a> <a href="mailto:cchiu@daypitney.com">cchiu@daypitney.com</a>	Counsel to IBJTC Business Credit Corporation, as successor to IBJ Whitehall Business Credit Corporation
Denso International America, Inc.	Carol Sowa	24777 Denso Drive		Southfield	MI	48086		248-372-8531	248-350-7772	<a href="mailto:carol_sowa@denso-diam.com">carol_sowa@denso-diam.com</a>	Counsel to Denso International America, Inc.
Dinsmore & Shohl LLP	John Persiani	1900 Chemed Center	255 East Fifth Street	Cincinnati	OH	45202		513-977-8200	513-977-8141	<a href="mailto:john.persiani@dinslaw.com">john.persiani@dinslaw.com</a>	Counsel to The Procter & Gamble Company
DLA Piper Rudnick Gray Cary US LLP	Richard M. Kremen Maria Ellena Chavez-Ruark	The Marbury Building	6225 Smith Avenue	Baltimore	Maryland	21209-3600		410-580-3000	410-580-3001	<a href="mailto:richard.kremen@dlapiper.com">richard.kremen@dlapiper.com</a>	Counsel to Constellation NewEnergy, Inc. & Constellation NewEnergy - Gas Division, LLC
Dreier LLP	Maura I. Russell Wendy G. Marcari	499 Park Ave	14th Fl	New York	NY	10022		212-328-6100	212-652-3863	<a href="mailto:iquerier@dreierllp.com">iquerier@dreierllp.com</a>	Counsel to SPCP Group LLC
Drinker Biddle & Reath LLP	Andrew C. Kassner	18th and Cherry Streets		Philadelphia	PA	19103		215-988-2700	215-988-2757	<a href="mailto:andrew.kassner@dbi.com">andrew.kassner@dbi.com</a>	Counsel to Penske Truck Leasing Co., L.P.
Drinker Biddle & Reath LLP	David B. Aaronson	18th and Cherry Streets		Philadelphia	PA	19103		215-988-2700	215-988-2757	<a href="mailto:david.aaronson@dbi.com">david.aaronson@dbi.com</a>	Counsel to Penske Truck Leasing Co., L.P. and Quaker Chemical Corporation
Drinker Biddle & Reath LLP	Janice B. Grubin	140 Broadway 39th Fl		New York	NY	10005-1116		212-248-3140	212-248-3141	<a href="mailto:janice.grubin@dbi.com">janice.grubin@dbi.com</a>	Counsel to Vanguard Distributors, Inc.
Duane Morris LLP	Joseph H. Lemkin	744 Broad Street	Suite 1200	Newark	NJ	07102		973-424-2000	973-424-2001	<a href="mailto:jhlemkin@duanemorris.com">jhlemkin@duanemorris.com</a>	Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Aikoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC; and Hosiden America Corporation
Duane Morris LLP	Margery N. Reed, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1000	215-979-1020	<a href="mailto:dmdelphi@duanemorris.com">dmdelphi@duanemorris.com</a>	Counsel to ACE American Insurance Company
Duane Morris LLP	Wendy M. Simkulak, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1000	215-979-1020	<a href="mailto:wmsimkulak@duanemorris.com">wmsimkulak@duanemorris.com</a>	Counsel to ACE American Insurance Company
Eckert Seamans Cherin & Mellott LLC	Michael G. Busenkell	300 Delaware Avenue	Suite 1360	Wilmington	DE	19801		302-425-0430	302-425-0432	<a href="mailto:mbsenkell@eckertseamans.com">mbsenkell@eckertseamans.com</a>	Counsel to Chicago Miniature Optoelectronic Technologies, Inc.
Electronic Data Systems Corporation	Ayala Hassell	5400 Legacy Dr.	Mail Stop H3-3A-05	Plano	TX	75024		212-715-9100	212-715-8000	<a href="mailto:ayala.hassell@eds.com">ayala.hassell@eds.com</a>	Representative for Electronic Data Systems Corporation
Entergy Services, Inc.	Alan H. Katz	639 Loyola Ave 26th Fl		New Orleans	LA	70113				<a href="mailto:akatz@entergy.com">akatz@entergy.com</a>	Assistant General Counsel to Entergy Services, Inc.
Erman, Teicher, Miller, Zucker & Freedman, P.C.	David H. Freedman	400 Galleria Officentre	Ste. 444	Southfield	MI	48034		248-827-4100	248-827-4106	<a href="mailto:dfreedman@ermanteicher.com">dfreedman@ermanteicher.com</a>	Counsel to Doshi Prettl International, LLC
Ettelman & Hochheiser, P.C.	Gary Ettelman	c/o Premium Cadillac	77 Main Street	New Rochelle	NY	10801		516-227-6300	516-227-6307	<a href="mailto:gettelman@e-hlaw.com">gettelman@e-hlaw.com</a>	Counsel to Jon Ballin
Fagel Haber LLC	Lauren Newman	55 East Monroe	40th Floor	Chicago	IL	60603		312-346-7500	312-580-2201	<a href="mailto:lnewman@fagelhaber.com">lnewman@fagelhaber.com</a>	Counsel to Aluminum International, Inc.
Filardi Law Offices LLC	Charles J. Filardi, Jr., Esq.	65 Trumbull Street	Second Floor	New Haven	CT	06510		203-562-8588	866-890-3061	<a href="mailto:charles@filardi-law.com">charles@filardi-law.com</a>	Counsel to Federal Express Corporation
Finkel Goldstein Rosenbloom & Nash LLP	Ted J. Donovan	26 Broadway	Suite 711	New York	NY	10004		212-344-2929	212-422-6836	<a href="mailto:tdonovan@finkgold.com">tdonovan@finkgold.com</a>	Counsel to Pillarhouse (U.S.A.) Inc.
Foley & Lardner LLP	David G Dragich	500 Woodward Ave Suite 2700		Detroit	MI	48226-3489		313-234-7100	313-234-2800	<a href="mailto:ddragich@foley.com">ddragich@foley.com</a>	Counsel to Internet Corporation
Foley & Lardner LLP	Jill L. Murch	321 North Clark Street	Suite 2800	Chicago	IL	60610-4764		312-832-4500	312-832-4700	<a href="mailto:jlmurch@foley.com">jlmurch@foley.com</a>	Counsel to Kuss Corporation
Foley & Lardner LLP	John A. Simon	One Detroit Center	500 Woodward Ave Suite 2700	Detroit	MI	48226-3489		313-234-7100	313-234-2800	<a href="mailto:jsimon@foley.com">jsimon@foley.com</a>	Counsel to Ernst & Young LLP



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Foley & Lardner LLP	Michael P. Richman	90 Park Avenue	37th Floor	New York	NY	10016-1314		212-682-7474	212-687-2329	<a href="mailto:mrichman@foley.com">mrichman@foley.com</a>	Counsel to Ernst & Young LLP
Fox Rothschild LLP	Fred Stevens	13 East 37th Street	Suite 800	New York	NY	10016		212-682-7575	212-682-4218	<a href="mailto:fstevens@foxrothschild.com">fstevens@foxrothschild.com</a>	Counsel to M&Q Plastic Products, Inc.
Fox Rothschild LLP	Michael J. Viscount, Jr.	1301 Atlantic Avenue	Suite 400	Atlantic City	NJ	08401-7212		609-348-4515	609-348-6834	<a href="mailto:mviscount@foxrothschild.com">mviscount@foxrothschild.com</a>	Counsel to M&Q Plastic Products, Inc.
Frederick T. Rikkers		419 Venture Court	P.O. Box 930555	Verona	WI	53593		608-848-6350	608-848-6357	<a href="mailto:fridders@rikkerslaw.com">fridders@rikkerslaw.com</a>	Counsel to Southwest Metal Finishing, Inc.
Fulbright & Jaworski LLP	David A. Rosenzweig	666 Fifth Avenue		New York	NY	10103-3198		212-318-3000	212-318-3400	<a href="mailto:drosenzweig@fulbright.com">drosenzweig@fulbright.com</a>	Counsel to Southwest Research Institute
Fulbright & Jaworski LLP	Michael M. Parker	300 Convent St Ste 2200		San Antonio	TX	78205		210-224-5575	210-270-7205	<a href="mailto:mparker@fulbright.com">mparker@fulbright.com</a>	Counsel to Southwest Research Institute
Gibbons P.C.	David N. Crapo	One Gateway Center		Newark	NJ	07102-5310		973-596-4523	973-639-6244	<a href="mailto:dcrapo@gibbonslaw.com">dcrapo@gibbonslaw.com</a>	Counsel to Epcos, Inc.
Goldberg, Stinnett, Meyers & Davis	Merle C. Meyers	44 Montgomery Street	Suite 2900	San Francisco	CA	94104		415-362-5045	415-362-2392	<a href="mailto:mmeyers@qsmldlaw.com">mmeyers@qsmldlaw.com</a>	Counsel to Alps Automotive, Inc.
Goodwin Proctor LLP	Allan S. Brilliant	599 Lexington Avenue		New York	NY	10022		212-813-8800	212-355-3333	<a href="mailto:abrilliant@goodwinproctor.com">abrilliant@goodwinproctor.com</a>	Counsel to UGS Corp.
Goodwin Proctor LLP	Craig P. Druehl	599 Lexington Avenue		New York	NY	10022		212-813-8800	212-355-3333	<a href="mailto:cdruehl@goodwinproctor.com">cdruehl@goodwinproctor.com</a>	Counsel to UGS Corp.
Gorlick, Kravitz & Listhaus, P.C.	Barbara S. Mehlsack	17 State Street	4th Floor	New York	NY	10004		212-269-2500	212-269-2540	<a href="mailto:bmehlsack@gklaw.com">bmehlsack@gklaw.com</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
Goulston & Storrs, P.C.	Peter D. Bilowz	400 Atlantic Avenue		Boston	MA	02110-333		617-482-1776	617-574-4112	<a href="mailto:pbilowz@goulstonstorrs.com">pbilowz@goulstonstorrs.com</a>	Counsel to Thermotech Company
Grant & Eisenhofer P.A.	Jay W. Eisenhofer	45 Rockefeller Center	650 Fifth Avenue	New York	NY	10111		212-755-6501	212-755-6503	<a href="mailto:jeisenhofer@gelaw.com">jeisenhofer@gelaw.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Grant & Eisenhofer P.A.	Sharan Nirmul	1201 North Market Street	Suite 2100	Wilmington	DE	19801		302-622-7000	302-622-7100	<a href="mailto:snirmul@gelaw.com">snirmul@gelaw.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Gratz, Miller & Brueggeman, S.C.	Matthew R. Robbins	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	<a href="mailto:mrr@previant.com">mrr@previant.com</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Gratz, Miller & Brueggeman, S.C.	Timothy C. Hall	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	<a href="mailto:tch@previant.com">tch@previant.com</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
Graydon Head & Ritchey LLP	J. Michael Debblor, Susan M. Argo	1900 Fifth Third Center	511 Walnut Street	Cincinnati	OH	45202		513-621-6464	513-651-3836	<a href="mailto:mdebblor@graydon.com">mdebblor@graydon.com</a>	Counsel to Grote Industries; Batesville Tool & Die; PIA Group; Reliable Castings
Greenberg Traurig, LLP	Maria J. DiConza	MetLife Bldg	200 Park Avenue	New York	NY	10166		212-801-9200	212-801-6400	<a href="mailto:diconzam@qtlaw.com">diconzam@qtlaw.com</a>	Counsel to Samtech Corporation
Greenberg Traurig, LLP	Shari L. Heyen	1000 Louisiana	Suite 1800	Houston	TX	77002		713-374-3500	713-374-3505	<a href="mailto:heyens@qtlaw.com">heyens@qtlaw.com</a>	Counsel to Samtech Corporation
Greensfelder, Hemker & Gale, P.C.	Cherie Macdonald J. Patrick Bradley	10 S. Broadway	Suite 200	St. Louis	MO	63102		314-241-9090	314-241-8624	<a href="mailto:ckm@greensfelder.com">ckm@greensfelder.com</a> <a href="mailto:jpb@greensfelder.com">jpb@greensfelder.com</a>	Counsel to ARC Automotive, Inc.
Guaranty Bank	Herb Reiner	8333 Douglas Avenue		Dallas	TX	75225		214-360-2702	214-360-1940	<a href="mailto:herb.reiner@guarantygroup.com">herb.reiner@guarantygroup.com</a>	Counsel to American Finance Group, Inc. d/b/a Guaranty Capital Corporation
Halperin Battaglia Raicht, LLP	Alan D. Halperin Christopher J. Battaglia Julie D. Dyas	555 Madison Avenue	9th Floor	New York	NY	10022		212-765-9100	212-765-0964	<a href="mailto:cbattaglia@halperinlaw.net">cbattaglia@halperinlaw.net</a> <a href="mailto:ahalperin@halperinlaw.net">ahalperin@halperinlaw.net</a> <a href="mailto:jdvas@halperinlaw.net">jdvas@halperinlaw.net</a>	Counsel to Pacific Gas Turbine Center, LLC and Chromalloy Gas Turbine Corporation; ARC Automotive, Inc.
Hancock & Estabrook LLP	R John Clark Esq	1500 Tower I	PO Box 4976	Syracuse	NY	13221-4976		315-471-3151	315-471-3167	<a href="mailto:rjclark@hancocklaw.com">rjclark@hancocklaw.com</a>	Counsel to Alliance Precision Plastics Corporation
Harris D. Leinwand	Harris D. Leinwand	350 Fifth Avenue	Suite 2418	New York	NY	10118		212-725-7338	212-244-6219	<a href="mailto:hleinwand@aol.com">hleinwand@aol.com</a>	Counsel to Baker Hughes Incorporated; Baker Petrolite Corporation
Haynes and Boone, LLP	Judith Elkin	153 East 53rd Street	Suite 4900	New York	NY	10022		212-659-7300	212-918-8989	<a href="mailto:judith.elkin@haynesboone.com">judith.elkin@haynesboone.com</a>	Counsel to Highland Capital Management, L.P.
Haynes and Boone, LLP	Lenard M. Parkins Kenric D. Kattner	1 Houston Center	1221 McKinney, Suite 2100	Houston	TX	77010		713-547-2000	713-547-2600	<a href="mailto:lenard.parkins@haynesboone.com">lenard.parkins@haynesboone.com</a> <a href="mailto:kenric.kattner@haynesboone.com">kenric.kattner@haynesboone.com</a>	Counsel to Highland Capital Management, L.P.
Heller Ehrman LLP	Timothy Mehok	Times Square Tower	Seven Times Square	New York	NY	10036		212-832-8300	212-763-7600	<a href="mailto:timothy.mehok@hellerehrman.com">timothy.mehok@hellerehrman.com</a>	Counsel to @Road, Inc.
Herrick, Feinstein LLP	Paul Rubin	2 Park Avenue		New York	NY	10016		212-592-1448	212-545-3360	<a href="mailto:prubin@herrick.com">prubin@herrick.com</a>	Counsel to Canon U.S.A., Inc. and Schmidt Technology GmbH
Hewlett-Packard Company	Anne Marie Kennelly	3000 Hanover St., M/S 1050		Palo Alto	CA	94304		650-857-6902	650-852-8617	<a href="mailto:anne.kennelly@hp.com">anne.kennelly@hp.com</a>	Counsel to Hewlett-Packard Company
Hewlett-Packard Company	Kenneth F. Higman	2125 E. Katella Avenue	Suite 400	Anaheim	CA	92806		714-940-7120	740-940-7539	<a href="mailto:ken.higman@hp.com">ken.higman@hp.com</a>	Counsel to Hewlett-Packard Company
Hewlett-Packard Company	Sharon Petrosino	420 Mountain Avenue		Murray Hill	NJ	07974		908-898-4760	908-898-4133	<a href="mailto:sharon.petrosino@hp.com">sharon.petrosino@hp.com</a> <a href="mailto:echartlon@hiscockbarclay.com">echartlon@hiscockbarclay.com</a>	Counsel to Hewlett-Packard Financial Services Company
Hiscock & Barclay, LLP	J. Eric Charlton	300 South Salina Street	PO Box 4878	Syracuse	NY	13221-4878		315-425-2716	315-425-8576	<a href="mailto:jcharlton@hiscockbarclay.com">jcharlton@hiscockbarclay.com</a>	Counsel to GW Plastics, Inc.
Hodgson Russ LLP	Julia S. Kreher	One M&T Plaza	Suite 2000	Buffalo	NY	14203		716-848-1330	716-819-4645	<a href="mailto:jkreher@hodgsonruss.com">jkreher@hodgsonruss.com</a>	Counsel to Hexcel Corporation
Hodgson Russ LLP	Stephen H. Gross, Esq.	230 Park Avenue	17th Floor	New York	NY	10169		212-751-4300	212-751-0928	<a href="mailto:sgross@hodgsonruss.com">sgross@hodgsonruss.com</a>	Counsel to Hexcel Corporation
Hogan & Hartson L.L.P.	Audrey Moog	Columbia Square	555 Thirteenth Street, N.W.	Washington	D.C.	20004-1109		202-637-5677	202-637-5910	<a href="mailto:amoog@hhlaw.com">amoog@hhlaw.com</a>	Counsel to Umicore Autocat Canada Corp.
Hogan & Hartson L.L.P.	Edward C. Dolan	Columbia Square	555 Thirteenth Street, N.W.	Washington	D.C.	20004-1109		202-637-5677	202-637-5910	<a href="mailto:ecdolan@hhlaw.com">ecdolan@hhlaw.com</a>	Counsel to Umicore Autocat Canada Corp.
Hogan & Hartson L.L.P.	Scott A. Golden	875 Third Avenue		New York	NY	10022		212-918-3000	212-918-3100	<a href="mailto:sagolden@hhlaw.com">sagolden@hhlaw.com</a>	Counsel to XM Satellite Radio Inc.
Holme Roberts & Owen, LLP	Elizabeth K. Flaagan	1700 Lincoln	Suite 4100	Denver	CO	80203		303-861-7000	303-866-0200	<a href="mailto:elizabeth.flaagan@hro.com">elizabeth.flaagan@hro.com</a>	Counsel to CoorsTek, Inc.; Corus, L.P.
Honigman, Miller, Schwartz and Cohn, LLP	Donald T. Baty, Jr.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226		313-465-7314	313-465-7315	<a href="mailto:dbaty@honigman.com">dbaty@honigman.com</a>	Counsel to Fujitsu Ten Corporation of America

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Honigman, Miller, Schwartz and Cohn, LLP	E. Todd Sable	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226		313-465-7548	313-465-7549	<a href="mailto:tsable@honigman.com">tsable@honigman.com</a>	Counsel to Valeo Climate Control Corp.; Valeo Electrical Systems, Inc. - Motors and Actuators Division; Valeo Electrical Systems, Inc. - Wipers Division; Valeo Switches & Detection System, Inc.
Howard & Howard Attorneys PC	Lisa S Gretchko	39400 Woodward Ave	Ste 101	Bloomfield Hills	MI	48304-5151		248-723-0396	248-645-1568	<a href="mailto:lgretchko@howardandhoward.com">lgretchko@howardandhoward.com</a>	Intellectual Property Counsel for Delphi Corporation, et al.
Howick, Westfall, McBryan & Kaplan, LLP	Louis G. McBryan	3101 Tower Creek Parkway	Ste 600 One Tower Creek	Atlanta	GA	30339		678-384-7000	678-384-7034	<a href="mailto:lmcbryan@hwmklaw.com">lmcbryan@hwmklaw.com</a>	Counsel to Vanguard Distributors, Inc.
Hunton & Williams LLP	Michael P. Massad, Jr.	Energy Plaza, 30th Floor	1601 Bryan Street	Dallas	TX	75201		214-979-3000	214-880-0011	<a href="mailto:mmassad@hunton.com">mmassad@hunton.com</a>	Counsel to RF Monolithics, Inc.
Hunton & Williams LLP	Steven T. Holmes	Energy Plaza, 30th Floor	1601 Bryan Street	Dallas	TX	75201		214-979-3000	214-880-0011	<a href="mailto:sholmes@hunton.com">sholmes@hunton.com</a>	Counsel to RF Monolithics, Inc.
Hurwitz & Fine P.C.	Ann E. Evanko	1300 Liberty Building		Buffalo	NY	14202		716-849-8900	716-855-0874	<a href="mailto:aee@hurwitzfine.com">aee@hurwitzfine.com</a>	Counsel to Jiffy-Tite Co., Inc.
Ice Miller	Ben T. Caughey	One American Square	Box 82001	Indianapolis	IN	46282-0200		317-236-2100	317-236-2219	<a href="mailto:Ben.Caughey@icemiller.com">Ben.Caughey@icemiller.com</a>	Counsel to Sumco, Inc.
Infineon Technologies North America Corporation	Greg Bibbes	1730 North First Street	M/S 11305	San Jose	CA	95112		408-501-6442	408-501-2488	<a href="mailto:greg.bibbes@infineon.com">greg.bibbes@infineon.com</a>	General Counsel & Vice President for Infineon Technologies North America Corporation
Infineon Technologies North America Corporation	Jeff Gillespie	2529 Commerce Drive	Suite H	Kokomo	IN	46902		765-454-2146	765-456-3836	<a href="mailto:jeffery.gillispie@infineon.com">jeffery.gillispie@infineon.com</a>	Global Account Manager for Infineon Technologies North America
InPlay Technologies Inc	Heather Beshears	234 South Extension Road		Mesa	AZ	85201				<a href="mailto:heather@inplaytechnologies.com">heather@inplaytechnologies.com</a>	Creditor
Intermet Corporation	Alan Miller	301 Commerce Street	Ste 2901	Fort Worth	TX	76102				<a href="mailto:amiller@intermet.com">amiller@intermet.com</a>	Creditor
International Union of Operating Engineers	Richard Griffin	1125-17th Avenue, N.W.		Washington	DC	20036		202-429-9100	202-778-2641	<a href="mailto:rgriffin@iuoe.org">rgriffin@iuoe.org</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
Jaffe, Raitt, Heuer & Weiss, P.C.	Paige E. Barr	27777 Franklin Road	Suite 2500	Southfield	MI	48034		248-351-3000	248-351-3082	<a href="mailto:pbarr@jaffelaw.com">pbarr@jaffelaw.com</a>	Counsel to Trutron Corporation
James R Scheuerle	Parmenter O'Toole	601 Terrace Street	PO Box 786	Muskegon	MI	49443-0786		231-722-1621	231-728-2206	<a href="mailto:JRS@Parmenterlaw.com">JRS@Parmenterlaw.com</a>	Counsel to Port City Die Cast and Port City Group Inc
Jenner & Block LLP	Ronald R. Peterson	One IBM Plaza		Chicago	IL	60611		312-222-9350	312-840-7381	<a href="mailto:rpeterson@jenner.com">rpeterson@jenner.com</a>	Counsel to SPX Corporation (Contech Division), Alcan Rolled Products-Ravenswood, LLC, Tenneco Inc. and Contech LLC
Jones Day	Scott J. Friedman	222 East 41st Street		New York	NY	10017		212-326-3939	212-755-7306	<a href="mailto:sifriedman@jonesday.com">sifriedman@jonesday.com</a>	Counsel to WL, Ross & Co., LLC
Katten Muchin Rosenman LLP	John P. Sieger, Esq.	525 West Monroe Street		Chicago	IL	60661		312-902-5200	312-577-4733	<a href="mailto:john.sieger@kattenlaw.com">john.sieger@kattenlaw.com</a>	Counsel to TDK Corporation America and MEMC Electronic Materials, Inc.
Kaye Scholer LLP	Richard G Smolev	425 Park Avenue		New York	NY	10022-3598		212-236-8000	212-836-8689	<a href="mailto:rsmolev@kayescholer.com">rsmolev@kayescholer.com</a>	Counsel to InPlay Technologies Inc
Kegler, Brown, Hill & Ritter Co., LPA	Kenneth R. Cookson	65 East State Street	Suite 1800	Columbus	OH	43215		614-426-5400	614-464-2634	<a href="mailto:kcookson@keglerbrown.com">kcookson@keglerbrown.com</a>	Counsel to Solution Recovery Services

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Keller Rohrback L.L.P.	Lynn Lincoln Sarko Cari Campen Laufenberg Erin M. Riley	1201 Third Avenue	Suite 3200	Seattle	WA	98101		206-623-1900	206-623-3384	<a href="mailto:lsarko@kellerrohrback.com">lsarko@kellerrohrback.com</a> <a href="mailto:claufenberg@kellerrohrback.com">claufenberg@kellerrohrback.com</a> <a href="mailto:eriley@kellerrohrback.com">eriley@kellerrohrback.com</a>	Counsel to Neal Folck, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States and the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States
Keller Rohrback P.L.C.	Gary A. Gotto	National Bank Plaza	3101 North Central Avenue, Suite 900	Phoenix	AZ	85012		602-248-0088	602-248-2822	<a href="mailto:ggotto@kellerrohrback.com">ggotto@kellerrohrback.com</a>	Counsel to Neal Folck, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States and the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States
Kennedy, Jennick & Murray	Larry Magarik	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	<a href="mailto:lmagarik@kjmllabor.com">lmagarik@kjmllabor.com</a>	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
Kennedy, Jennick & Murray	Susan M. Jennik	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	<a href="mailto:sjennik@kjmllabor.com">sjennik@kjmllabor.com</a>	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
Kennedy, Jennick & Murray	Thomas Kennedy	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	<a href="mailto:tkennedy@kjmllabor.com">tkennedy@kjmllabor.com</a>	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
King & Spalding, LLP	H. Slayton Dabney, Jr. Bill Dimos	1185 Avenue of the Americas		New York	NY	10036		212-556-2100	212-556-2222	<a href="mailto:sdabney@kslaw.com">sdabney@kslaw.com</a> <a href="mailto:bdimos@kslaw.com">bdimos@kslaw.com</a>	Counsel to KPMG LLP
Kirkland & Ellis LLP	Jim Stempel	200 East Randolph Drive		Chicago	IL	60601		312-861-2000	312-861-2200	<a href="mailto:jstempel@kirkland.com">jstempel@kirkland.com</a>	Counsel to Lunt Manufacturing Company
Kirkpatrick & Lockhart Nicholson Graham LLP	Edward M. Fox	599 Lexington Avenue		New York	NY	10022		212-536-4812	212-536-3901	<a href="mailto:efox@klnq.com">efox@klnq.com</a>	Counsel to Wilmington Trust Company, as Indenture trustee
Klett Rooney Lieber & Schorling	Eric L. Schnabel DeWitt Brown	The Brandywine Building	1000 West Street, Suite 1410	Wilmington	DE	19801		(302) 552-4200		<a href="mailto:schnabel@klettrooney.com">schnabel@klettrooney.com</a> <a href="mailto:dbrown@klettrooney.com">dbrown@klettrooney.com</a>	Counsel to Entergy
Krugliak, Wilkins, Griffiths & Dougherty CO., L.P.A.	Sam O. Simmerman	4775 Munson Street N.W.	P.O. Box 36963	Canton	OH	44735-6963		330-497-0700	330-497-4020	<a href="mailto:sosimmerman@kwgd.com">sosimmerman@kwgd.com</a>	Counsel to for Millwood, Inc.
Kutak Rock LLP	Jay Selanders	1010 Grand Blvd Ste 500		Kansas City	MO	64106		816-502-4617	816-960-0041	<a href="mailto:jay.selanders@kutakrock.com">jay.selanders@kutakrock.com</a>	Counsel to DaimlerChrysler Corporation; DaimlerChrysler Motors Company, LLC; DaimlerChrysler Canada, Inc.
Kutchin & Rufo, P.C.	Edward D. Kutchin	155 Federal Street	17th Floor	Boston	MA	02110-1727		617-542-3000	617-542-3001	<a href="mailto:ekutchin@kutchinrufo.com">ekutchin@kutchinrufo.com</a>	Counsel to Parlex Corporation
Kutchin & Rufo, P.C.	Kerry R. Northrup	155 Federal Street	17th Floor	Boston	MA	02110-1727		617-542-3000	617-542-3001	<a href="mailto:knorthrup@kutchinrufo.com">knorthrup@kutchinrufo.com</a>	Counsel to Parlex Corporation
Lambert. Leser, Isackson, Cook & Guinta, P.C.	Susan M. Cook	309 Davidson Building	PO Box 835	Bay City	MI	48707-0835		989-893-3518		<a href="mailto:smcook@lambertleser.com">smcook@lambertleser.com</a>	Counsel to Linamar Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Latham & Watkins	Erika Ruiz	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	<a href="mailto:erika.ruiz@lw.com">erika.ruiz@lw.com</a>	UCC Professional
Latham & Watkins	Henry P. Baer, Jr.	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	<a href="mailto:henry.baer@lw.com">henry.baer@lw.com</a>	UCC Professional
Latham & Watkins	John W. Weiss	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	<a href="mailto:john.weiss@lw.com">john.weiss@lw.com</a>	UCC Professional
Latham & Watkins	Mark A. Broude	885 Third Avenue		New York	NY	10022		212-906-1384	212-751-4864	<a href="mailto:mark.broude@lw.com">mark.broude@lw.com</a>	UCC Professional
Latham & Watkins	Michael J. Riela	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	<a href="mailto:michael.riela@lw.com">michael.riela@lw.com</a>	UCC Professional
Latham & Watkins	Mitchell A. Seider	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	<a href="mailto:mitchell.seider@lw.com">mitchell.seider@lw.com</a>	UCC Professional
Law Offices of Michael O'Hayer	Michael O'Hayer Esq	22 N Walnut Street		West Chester	PA	19380		610-738-1230	610-738-1217	<a href="mailto:mkohayer@aol.com">mkohayer@aol.com</a>	Counsel to A-1 Specialized Services and Supplies Inc
Lewis and Roca LLP	Rob Charles, Esq.	One South Church Street	Suite 700	Tucson	AZ	85701		520-629-4427	520-879-4705	<a href="mailto:rcharles@lrlaw.com">rcharles@lrlaw.com</a>	Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Lewis and Roca LLP	Susan M. Freeman, Esq.	40 North Central Avenue	Suite 1900	Phoenix	AZ	85004-4429		602-262-5756	602-734-3824	<a href="mailto:sfreeman@lrlaw.com">sfreeman@lrlaw.com</a>	Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Linear Technology Corporation	John England, Esq.	General Counsel for Linear Technology Corporation	1630 McCarthy Blvd.	Milpitas	CA	95035-7417		408-432-1900	408-434-0507	<a href="mailto:jengland@linear.com">jengland@linear.com</a>	Counsel to Linear Technology Corporation
Linebarger Goggan Blair & Sampson, LLP	Diane W. Sanders	1949 South IH 35 (78741)	P.O. Box 17428	Austin	TX	78760-7428		512-447-6675	512-443-5114	<a href="mailto:austin.bankruptcy@publicans.com">austin.bankruptcy@publicans.com</a>	Counsel to Cameron County, Brownsville ISD
Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	2323 Bryan Street	Suite 1600	Dallas	TX	75201		214-880-0089	4692215002	<a href="mailto:dallas.bankruptcy@publicans.com">dallas.bankruptcy@publicans.com</a>	Counsel to Dallas County and Tarrant County
Linebarger Goggan Blair & Sampson, LLP	John P. Dillman	P.O. Box 3064		Houston	TX	77253-3064		713-844-3478	713-844-3503	<a href="mailto:houston_bankruptcy@publicans.com">houston_bankruptcy@publicans.com</a>	Counsel in Charge for Taxing Authorities: Cypress-Fairbanks Independent School District, City of Houston, Harris County
Loeb & Loeb LLP	P. Gregory Schwed	345 Park Avenue		New York	NY	10154-0037		212-407-4000		<a href="mailto:gschwed@loeb.com">gschwed@loeb.com</a>	Counsel to Creditor The Interpublic Group of Companies, Inc. and Proposed Auditor Deloitte & Touche, LLP
Loeb & Loeb LLP	William M. Hawkins	345 Park Avenue		New York	NY	10154		212-407-4000	212-407-4990	<a href="mailto:whawkins@loeb.com">whawkins@loeb.com</a>	Counsel to Industrial Ceramics Corporation
Lord, Bissel & Brook	Timothy S. McFadden	115 South LaSalle Street		Chicago	IL	60603		312-443-0370	312-896-6394	<a href="mailto:tmcfadden@lordbissell.com">tmcfadden@lordbissell.com</a>	Counsel to Methode Electronics, Inc.
Lord, Bissel & Brook	Timothy W. Brink	115 South LaSalle Street		Chicago	IL	60603		312-443-1832	312-443-896-6432	<a href="mailto:tbrink@lordbissell.com">tbrink@lordbissell.com</a>	Counsel to Sedgwick Claims Management Services, Inc.
Lord, Bissel & Brook LLP	Kevin J. Walsh	885 Third Avenue	26th Floor	New York	NY	10022-4802		212-947-8304	212-947-1202	<a href="mailto:kwash@lordbissell.com">kwash@lordbissell.com</a>	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
Lowenstein Sandler PC	Bruce S. Nathan	1251 Avenue of the Americas		New York	NY	10020		212-262-6700	212-262-7402	<a href="mailto:bnathan@lowenstein.com">bnathan@lowenstein.com</a>	Counsel to Daewoo International (America) Corp.
Lowenstein Sandler PC	Ira M. Levee	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	212-262-7402	<a href="mailto:ilevee@lowenstein.com">ilevee@lowenstein.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Lowenstein Sandler PC	Kenneth A. Rosen	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	973-597-2400	<a href="mailto:krosen@lowenstein.com">krosen@lowenstein.com</a>	Counsel to Cerberus Capital Management, L.P.
Lowenstein Sandler PC	Michael S. Etikin	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	212-262-7402	<a href="mailto:metkin@lowenstein.com">metkin@lowenstein.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Lowenstein Sandler PC	Scott Cargill	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	973-597-2400	<a href="mailto:scargill@lowenstein.com">scargill@lowenstein.com</a>	Counsel to Cerberus Capital Management, L.P.; AT&T Corporation
Lowenstein Sandler PC	Vincent A. D'Agostino	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	973-597-2400	<a href="mailto:vdagostino@lowenstein.com">vdagostino@lowenstein.com</a>	Counsel to AT&T Corporation
Lyden, Liebenthal & Chappell, Ltd.	Erik G. Chappell	5565 Airport Highway	Suite 101	Toledo	OH	43615		419-867-8900	419-867-8909	<a href="mailto:egc@lydenlaw.com">egc@lydenlaw.com</a>	Counsel to Metro Fibres, Inc.
MacDonald, Illig, Jones & Britton LLP	Richard J. Parks	100 State Street	Suite 700	Erie	PA	16507-1459		814-870-7754	814-454-4647	<a href="mailto:rparks@mijb.com">rparks@mijb.com</a>	Counsel to Ideal Tool Company, Inc.
Maddin, Hauser, Wartell, Roth & Heller PC	Alexander Stotland Esq	28400 Northwestern Hwy	Third Floor	Southfield	MI	48034		248-354-4030		<a href="mailto:axs@maddinhauser.com">axs@maddinhauser.com</a>	Attorney for Danice Manufacturing Co.
Madison Capital Management	Joe Landen	6143 South Willow Drive	Suite 200	Greenwood Village	CO	80111		303-957-4254	303-957-2098	<a href="mailto:jlanden@madisoncap.com">jlanden@madisoncap.com</a>	Representative for Madison Capital Management
Margulies & Levinson, LLP	Jeffrey M. Levinson, Esq. Leah M. Caplan, Esq.	30100 Chagrin Boulevard	Suite 250	Pepper Pike	OH	44124		216-514-4935	216-514-4936	<a href="mailto:jml@ml-legal.com">jml@ml-legal.com</a> <a href="mailto:lmc@ml-legal.com">lmc@ml-legal.com</a>	Counsel to Venture Plastics
Mastromarco & Jahn, P.C.	Victor J. Mastromarco, Jr.	1024 North Michigan Avenue	P.O. Box 3197	Saginaw	MI	48605-3197		989-752-1414		<a href="mailto:vmastromar@aol.com">vmastromar@aol.com</a>	Counsel to H.E. Services Company and Robert Backie and Counsel to Cindy Palmer, Personal Representative to the Estate of Michael Palmer
Masuda Funai Eifert & Mitchell, Ltd.	Gary D. Santella	203 North LaSalle Street	Suite 2500	Chicago	IL	60601-1262		312-245-7500	312-245-7467	<a href="mailto:gsantella@masudafunai.com">gsantella@masudafunai.com</a>	Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Aikoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC and Hosiden America Corporation
Mayer, Brown, Rowe & Maw LLP	Jeffrey G. Tougas	1675 Broadway		New York	NY	10019		212-262-1910	212-506-2500	<a href="mailto:jgtougas@mayerbrownrowe.com">jgtougas@mayerbrownrowe.com</a>	Counsel to Bank of America, N.A.
Mayer, Brown, Rowe & Maw LLP	Raniero D'Aversa, Jr.	1675 Broadway		New York	NY	10019		212-262-1910	212-506-2500	<a href="mailto:rdaversa@mayerbrownrowe.com">rdaversa@mayerbrownrowe.com</a>	Counsel to Bank of America, N.A.
McCarter & English, LLP	David J. Adler, Jr. Esq.	245 Park Avenue, 27th Floor		New York	NY	10167		212-609-6800	212-609-6921	<a href="mailto:dadler@mccarter.com">dadler@mccarter.com</a>	Counsel to Ward Products, LLC
McCarter & English, LLP	Eduardo J. Glas, Esq.	Four Gateway Center	100 Mulberry Street	Newark	NJ	07102-4096		913-622-4444	973-624-7070	<a href="mailto:eglas@mccarter.com">eglas@mccarter.com</a>	Counsel to General Products Delaware Corporation
McCarthy Tetrault LLP	John J. Salmas Lorne P. Salzman	66 Wellington Street West	Suite 4700	Toronto	Ontario	M5K 1E6		416-362-1812	416-868-0673	<a href="mailto:jsalmas@mccarthy.ca">jsalmas@mccarthy.ca</a> <a href="mailto:lsalzman@mccarthy.ca">lsalzman@mccarthy.ca</a>	Counsel to Themselves (McCarthy Tetrault LLP)
McDermott Will & Emery LLP	James M. Sullivan	340 Madison Avenue		New York	NY	10017		212-547-5477	212-547-5444	<a href="mailto:jmsullivan@mwe.com">jmsullivan@mwe.com</a>	Counsel to Linear Technology Corporation, National Semiconductor Corporation; Timken Corporation
McDermott Will & Emery LLP	Stephen B. Selbst	340 Madison Avenue		New York	NY	10017		212-547-5400	212-547-5444	<a href="mailto:sselbst@mwe.com">sselbst@mwe.com</a>	Counsel to National Semiconductor Corporation
McDonald Hopkins Co., LPA	Scott N. Opincar, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	OH	44114		216-348-5400	216-348-5474	<a href="mailto:sopincar@mcdonaldhopkins.com">sopincar@mcdonaldhopkins.com</a>	Counsel to Republic Engineered Products, Inc.
McDonald Hopkins Co., LPA	Shawn M. Riley, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	OH	44114		216-348-5400	216-348-5474	<a href="mailto:sriley@mcdonaldhopkins.com">sriley@mcdonaldhopkins.com</a>	Counsel to Republic Engineered Products, Inc.
McElroy, Deutsch, Mulvaney & Carpenter, LLP	Jeffrey Bernstein, Esq.	Three Gateway Center	100 Mulberry Street	Newark	NJ	07102-4079		973-622-7711	973-622-5314	<a href="mailto:jbernstein@mdmc-law.com">jbernstein@mdmc-law.com</a>	Counsel to New Jersey Self-Insurers Guaranty Association
McGuirewoods LLP	Aaron G McCollough Esq	One James Center	901 East Cary Street	Richmond	VA	23219-4030		804-775-1000	804-775-1061	<a href="mailto:amccollough@mcguirewoods.com">amccollough@mcguirewoods.com</a>	Counsel to Siemens Energy & Automation, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Meyer, Suozzi, English & Klein, P.C.	Hanan Kolko	1350 Broadway	Suite 501	New York	NY	10018		212-239-4999	212-239-1311	<a href="mailto:hkolko@msek.com">hkolko@msek.com</a>	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
Meyer, Suozzi, English & Klein, P.C.	Lowell Peterson, Esq.	1350 Broadway	Suite 501	New York	NY	10018		212-239-4999	212-239-1311	<a href="mailto:lpeterson@msek.com">lpeterson@msek.com</a>	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Meyers, Rodbell & Rosenbaum, P.A.	M. Evan Meyers	Berkshire Building	6801 Kenilworth Avenue, Suite 400	Riverdale Park	MD	20737-1385		301-699-5800		<a href="mailto:emeyers@mrirlaw.net">emeyers@mrirlaw.net</a>	Counsel to Prince George County, Maryland
Meyers, Rodbell & Rosenbaum, P.A.	Robert H. Rosenbaum	Berkshire Building	6801 Kenilworth Avenue, Suite 400	Riverdale Park	MD	20737-1385		301-699-5800		<a href="mailto:rosenbaum@mrirlaw.net">rosenbaum@mrirlaw.net</a>	Counsel to Prince George County, Maryland
Michael Cox		Cadillac Place	3030 W. Grand Blvd., Suite 10-200	Detroit	MI	48202		313-456-0140		<a href="mailto:miag@michigan.gov">miag@michigan.gov</a>	Attorney General for State of Michigan, Department of Treasury
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Dennis J. Raterink	PO Box 30736		Lansing	MI	48909-7717		517-373-1820	517-373-2129	<a href="mailto:raterinkd@michigan.gov">raterinkd@michigan.gov</a>	Assistant Attorney General for Worker's Compensation Agency
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Michael Cox	PO Box 30736		Lansing	MI	48909-7717		517-373-1820	517-373-2129	<a href="mailto:miag@michigan.gov">miag@michigan.gov</a>	Attorney General for Worker's Compensation Agency
Michigan Heritage Bank	Janice M. Donahue	28300 Orchard Lake Rd	Ste 200	Farmington Hills	MI	48334		248-538-2529	248-786-3596	<a href="mailto:jdohue@miheritage.com">jdohue@miheritage.com</a>	Counsel to Michigan Heritage Bank; MHB Leasing, Inc.
Miles & Stockbridge, P.C.	Kerry Hopkins	10 Light Street		Baltimore	MD	21202		410-385-3418	410-385-3700	<a href="mailto:khopkins@milesstockbridge.com">khopkins@milesstockbridge.com</a>	Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Alumunim Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc.
Miles & Stockbridge, P.C.	Thomas D. Renda	10 Light Street		Baltimore	MD	21202		410-385-3418	410-385-3700	<a href="mailto:trenda@milesstockbridge.com">trenda@milesstockbridge.com</a>	Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Alumunim Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc.
Miller Johnson	Thomas P. Sarb		Suite 800, PO Box 306	Grand Rapids	MI	49501-0306		616-831-1748	616-988-1748	<a href="mailto:sarbt@millerjohnson.com">sarbt@millerjohnson.com</a>	Counsel to Pridgeon & Clay, Inc.
Miller, Canfield, Paddock and Stone, P.L.C.	Robert D. Wolford	250 Monroe Avenue, N.W.		Grand Rapids	MI	49501-0306		616-831-1726	616-988-1726	<a href="mailto:wolfordr@millerjohnson.com">wolfordr@millerjohnson.com</a>	Counsel to Wells Operating Partnership, LP
	Jonathan S. Green	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8452	313-496-7997	<a href="mailto:greeni@millerjohnson.com">greeni@millerjohnson.com</a>	

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Miller, Canfield, Paddock and Stone, P.L.C.	Timothy A. Fusco	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8435	313-496-8453	<a href="mailto:fusco@millercanfield.com">fusco@millercanfield.com</a>	Counsel to Niles USA Inc.; Techcentral, LLC; The Bartech Group, Inc.; Fischer Automotive Systems
Mintz, Levin, Cohn, Ferris Glovsky and Pepco, P.C.	Paul J. Ricotta	One Financial Center		Boston	MA	02111		617-542-6000	617-542-2241	<a href="mailto:piricotta@mintz.com">piricotta@mintz.com</a>	Counsel to Hitachi Automotive Products (USA), Inc. and Conceria Pasubio
Mintz, Levin, Cohn, Ferris Glovsky and Pepco, P.C.	Stephanie K. Hoos	The Chrysler Center	666 Third Avenue	New York	NY	10017		212-935-3000	212-983-3115	<a href="mailto:skhoos@mintz.com">skhoos@mintz.com</a>	Counsel of Hitachi Automotive Products (USA), Inc. and Conceria Pasubio
Molex Connector Corp	Jeff Ott	2222 Wellington Ct.		Lisle	IL	60532		630-527-4254	630-512-8610	<a href="mailto:Jeff.Ott@molex.com">Jeff.Ott@molex.com</a>	Counsel to Molex Connector Corp
Morgan, Lewis & Bockius LLP	Andrew D. Gottfried	101 Park Avenue		New York	NY	10178-0060		212-309-6000	212-309-6001	<a href="mailto:agottfried@morganlewis.com">agottfried@morganlewis.com</a>	Counsel to ITT Industries, Inc.; Hitachi Chemical (Singapore), Ltd.
Morgan, Lewis & Bockius LLP	Menachem O. Zelmanovitz	101 Park Avenue		New York	NY	10178		212-309-6000	212-309-6001	<a href="mailto:mzelmanovitz@morganlewis.com">mzelmanovitz@morganlewis.com</a>	Counsel to Hitachi Chemical (Singapore) Pte, Ltd.
Morgan, Lewis & Bockius LLP	Richard W. Esterkin, Esq.	300 South Grand Avenue		Los Angeles	CA	90017		213-612-1163	213-612-2501	<a href="mailto:resterkin@morganlewis.com">resterkin@morganlewis.com</a>	Counsel to Sumitomo Corporation
Moritt Hock Hamroff & Horowitz LLP	Leslie Ann Berkoff	400 Garden City Plaza		Garden City	NY	11530		516-873-2000		<a href="mailto:lberkoff@moritthock.com">lberkoff@moritthock.com</a>	Counsel to Standard Microsystems Corporation and its direct and indirect subsidiaries Oasis SiliconSystems AG and SMSC NA Automotive, LLC (successor-in-interest to Oasis Silicon Systems, Inc.)
Morrison Cohen LLP	Michael R. Dal Lago	909 Third Avenue		New York	NY	10022		212-735-8757	917-522-3157	<a href="mailto:mdallago@morrisoncohen.com">mdallago@morrisoncohen.com</a>	Counsel to Blue Cross and Blue Shield of Michigan
Munsch Hardt Kopf & Harr, P.C.	Raymond J. Urbanik, Esq., Joseph J. Wielebinski, Esq. and Davor Rukavina, Esq.	3800 Lincoln Plaza	500 North Akard Street	Dallas	RX	75201-6659		214-855-7590 214-855-7561 214-855-7587	214-855-7584	<a href="mailto:rurbanik@munsch.com">rurbanik@munsch.com</a> <a href="mailto:jwielebinski@munsch.com">jwielebinski@munsch.com</a> <a href="mailto:drukavina@munsch.com">drukavina@munsch.com</a>	Counsel to Texas Instruments Incorporated
Nantz, Litowich, Smith, Girard & Hamilton, P.C.	Sandra S. Hamilton	2025 East Beltline, S.E.	Suite 600	Grand Rapids	MI	49546		616-977-0077	616-977-0529	<a href="mailto:sandy@nlsq.com">sandy@nlsq.com</a>	Counsel to Lankfer Diversified Industries, Inc.
Nathan, Neuman & Nathan, P.C.	Kenneth A. Nathan	29100 Northwestern Highway	Suite 260	Southfield	MI	48034		248-351-0099	248-351-0487	<a href="mailto:Knathan@nathanneuman.com">Knathan@nathanneuman.com</a>	Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real Properties
National City Commercial Capital	Lisa M. Moore	995 Dalton Avenue		Cincinnati	OH	45203		513-455-2390	866-298-4481	<a href="mailto:lisa.moore2@nationalcity.com">lisa.moore2@nationalcity.com</a>	Vice President and Senior Counsel to National City Commercial Capital
Nelson Mullins Riley & Scarborough	George B. Cauthen	1320 Main Street, 17th Floor	PO Box 11070	Columbia	SC	29201		803-7255-9425	803-256-7500	<a href="mailto:george.cauthen@nelsonmullins.com">george.cauthen@nelsonmullins.com</a>	Counsel to Datwyler Rubber & Plastics, Inc.; Datwyler, Inc.; Datwyler i/o devices (Americas), Inc.; Rothrist Tube (USA), Inc.
New Jersey Attorney General's Office Division of Law	Tracy E Richardson Deputy Attorney General	R.J. Hughes Justice Complex	25 Market St P.O. Box 106	Trenton	NJ	08628-0106		609-292-1537	609-777-3055	<a href="mailto:tracy.richardson@dol.lps.state.nj.us">tracy.richardson@dol.lps.state.nj.us</a>	Deputy Attorney General - State of New Jersey Division of Taxation



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Nix, Patterson & Roach, L.L.P.	Bradley E. Beckworth	205 Linda Drive		Daingerfield	TX	75638		903-645-7333	903-645-4415	<a href="mailto:bbeckworth@nixlawfirm.com">bbeckworth@nixlawfirm.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Nix, Patterson & Roach, L.L.P.	Jeffrey J. Angelovich	205 Linda Drive		Daingerfield	TX	75638		903-645-7333	903-645-4415	<a href="mailto:jangelovich@nixlawfirm.com">jangelovich@nixlawfirm.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Nix, Patterson & Roach, L.L.P.	Susan Whatley	205 Linda Drive		Daingerfield	TX	75638		903-645-7333	903-645-4415	<a href="mailto:susanwhatley@nixlawfirm.com">susanwhatley@nixlawfirm.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
North Point	David G. Heiman	901 Lakeside Avenue		Cleveland	OH	44114		216-586-3939	216-579-0212	<a href="mailto:dgheiman@jonesday.com">dgheiman@jonesday.com</a>	Counsel to WL. Ross & Co., LLC
Office of the Chapter 13 Trustee Office of the Texas Attorney General	Camille Hope	P.O. Box 954		Macon	GA	31202		478-742-8706	478-746-4488	<a href="mailto:cahope@chapter13macon.com">cahope@chapter13macon.com</a>	Office of the Chapter 13 Trustee
	Jay W. Hurst	P.O. Box 12548		Austin	TX	78711-2548		512-475-4861	512-482-8341	<a href="mailto:jay.hurst@oag.state.tx.us">jay.hurst@oag.state.tx.us</a>	Counsel to The Texas Comptroller of Public Accounts
Orbotech, Inc.	Michael M. Zizza, Legal Manager	44 Manning Road		Billerica	MA	01821		978-901-5025	978-667-9969	<a href="mailto:michaelz@orbotech.com">michaelz@orbotech.com</a>	Company
Orrick, Herrington & Sutcliffe LLP	Alyssa Englund, Esq.	666 Fifth Avenue		New York	NY	10103		212-506-5187	212-506-5151	<a href="mailto:aenglund@orrick.com">aenglund@orrick.com</a>	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.
Orrick, Herrington & Sutcliffe LLP	Frederick D. Holden, Jr., Esq.	405 Howard Street		San Francisco	CA	94105		415-773-5700	415-773-5759	<a href="mailto:fholden@orrick.com">fholden@orrick.com</a>	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.
Orrick, Herrington & Sutcliffe LLP	Jonathan P. Guy	The Washington Harbour	3050 K Street, N.W.	Washington	DC	20007		202-339-8400	202-339-8500	<a href="mailto:jguy@orrick.com">jguy@orrick.com</a>	Counsel to Westwood Associates, Inc.
Orrick, Herrington & Sutcliffe LLP	Richard H. Wyron	The Washington Harbour	3050 K Street, N.W.	Washington	DC	20007		202-339-8400	202-339-8500	<a href="mailto:rwron@orrick.com">rwron@orrick.com</a>	Counsel to Westwood Associates, Inc.
Pachulski Stang Ziehl Young Jones & Weintraub LLP	Michael R. Seidl	919 N. Market Street, 17th Floor	P.O. Box 8705	Wilmington	DE	19899-8705		302-652-4100	302-652-4400	<a href="mailto:mseidl@pszyiw.com">mseidl@pszyiw.com</a>	Counsel for Essex Group, Inc.
Pachulski Stang Ziehl Young Jones & Weintraub LLP	William P. Weintraub	780 Third Avenue, 36th Floor		New York	NY	10017-2024		212-561-7700	212-561-7777	<a href="mailto:wweintraub@pszyiw.com">wweintraub@pszyiw.com</a>	Counsel for Essex Group, Inc.
Paul, Weiss, Rifkind, Wharton & Garrison	Andrew N. Rosenberg	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212-757-3990	<a href="mailto:arosenberg@paulweiss.com">arosenberg@paulweiss.com</a>	Counsel to Merrill Lynch, Pierce, Fenner & Smith, Incorporated
Paul, Weiss, Rifkind, Wharton & Garrison	Justin G. Brass	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212-757-3990	<a href="mailto:jbrass@paulweiss.com">jbrass@paulweiss.com</a>	Counsel to Noma Company and General Chemical Performance Products LLC
Paul, Weiss, Rifkind, Wharton & Garrison	Douglas R. Davis	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212-757-3990	<a href="mailto:ddavis@paulweiss.com">ddavis@paulweiss.com</a>	Counsel to Noma Company and General Chemical Performance Products LLC
Paul, Weiss, Rifkind, Wharton & Garrison	Elizabeth R. McColm	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212-757-3990	<a href="mailto:emccolm@paulweiss.com">emccolm@paulweiss.com</a>	Counsel to Noma Company and General Chemical Performance Products LLC
Paul, Weiss, Rifkind, Wharton & Garrison	Stephen J. Shimshak	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3133	212-373-2136	<a href="mailto:sshimshak@paulweiss.com">sshimshak@paulweiss.com</a>	Counsel to Ambrake Corporation
Peggy Housner		Cadillac Place	3030 W. Grand Blvd., Suite 10-200	Detroit	MI	48202		313-456-0140		<a href="mailto:housnerp@michigan.gov">housnerp@michigan.gov</a>	Assistant Attorney General for State of Michigan, Department of Treasury



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Pepe & Hazard LLP	Kristin B. Mayhew	30 Jelliff Lane		Southport	CT	06890-1436		203-319-4022	203-259-0251	<a href="mailto:kmayhew@pepehazard.com">kmayhew@pepehazard.com</a>	Counsel for Illinois Tool Works Inc., Illinois Tool Works for Hobart Brothers Co., Hobart Brothers Company, ITW Food Equipment Group LLC and Tri-Mark, Inc.
Pepper, Hamilton LLP	Anne Marie Aaronson	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799		215-981-4000	215-981-4750	<a href="mailto:aaronsona@pepperlaw.com">aaronsona@pepperlaw.com</a>	Counsel to Capro, Ltd, Teleflex Automotive Manufacturing Corporation and Teleflex Incorporated d/b/a Teleflex Morse (Capro)
Pepper, Hamilton LLP	Francis J. Lawall	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799		215-981-4000	215-981-4750	<a href="mailto:lawallf@pepperlaw.com">lawallf@pepperlaw.com</a>	Counsel to Capro, Ltd, Teleflex Automotive Manufacturing Corporation and Teleflex Incorporated d/b/a Teleflex Morse (Capro)
Pepper, Hamilton LLP	Henry Jaffe	1313 Market Street	PO Box 1709	Wilmington	DE	19899-1709		302-777-6500	302-421-8390	<a href="mailto:jaffeh@pepperlaw.com">jaffeh@pepperlaw.com</a>	Counsel to SKF USA, Inc.
Pepper, Hamilton LLP	Linda J. Casey	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799		215-981-4000	215-981-4750	<a href="mailto:caseyl@pepperlaw.com">caseyl@pepperlaw.com</a>	Counsel to SKF USA, Inc.
Pierce Atwood LLP	Jacob A. Manheimer	One Monument Square		Portland	ME	04101		207-791-1100	207-791-1350	<a href="mailto:jmanheimer@pierceatwood.com">jmanheimer@pierceatwood.com</a>	Counsel to FCI Canada, Inc.; FCI Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland GmbH; FCI Italia S. p.A.
Pierce Atwood LLP	Keith J. Cunningham	One Monument Square		Portland	ME	04101		207-791-1100	207-791-1350	<a href="mailto:kcunningham@pierceatwood.com">kcunningham@pierceatwood.com</a>	Counsel to FCI Canada, Inc.; FCI Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland GmbH; FCI Italia S. p.A.
Pillsbury Winthrop Shaw Pittman LLP	Karen B. Dine	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	<a href="mailto:karen.dine@pillsburylaw.com">karen.dine@pillsburylaw.com</a>	Counsel to Clarion Corporation of America, Hyundai Motor Company and Hyundai Motor America
Pillsbury Winthrop Shaw Pittman LLP	Margot P. Erlich	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	<a href="mailto:margot.erlich@pillsburylaw.com">margot.erlich@pillsburylaw.com</a>	Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation
Pillsbury Winthrop Shaw Pittman LLP	Mark D. Houle	650 Town Center Drive	Ste 550	Costa Mesa	CA	92626-7122		714-436-6800	714-436-2800	<a href="mailto:mark.houle@pillsburylaw.com">mark.houle@pillsburylaw.com</a>	Counsel to Clarion Corporation of America, Hyundai Motor Company and Hyundai Motor America
Pillsbury Winthrop Shaw Pittman LLP	Richard L. Epling	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	<a href="mailto:richard.epling@pillsburylaw.com">richard.epling@pillsburylaw.com</a>	Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation
Pillsbury Winthrop Shaw Pittman LLP	Robin L. Spear	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	<a href="mailto:robin.spear@pillsburylaw.com">robin.spear@pillsburylaw.com</a>	Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation
Porzio, Bromberg & Newman, P.C.	Brett S. Moore, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	973-538-5146	<a href="mailto:bsmoore@pbnlaw.com">bsmoore@pbnlaw.com</a>	

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Porzio, Bromberg & Newman, P.C.	John S. Mairo, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	973-538-5146	<a href="mailto:jsmairo@pbnlaw.com">jsmairo@pbnlaw.com</a>	Counsel to Neuman Aluminum Automotive, Inc. and Neuman Aluminum Impact Extrusion, Inc.
Previant, Goldberg, Uelman, Gratz, Miller & Brueggeman, S.C.	Jill M. Hartley and Marianne G. Robbins	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	<a href="mailto:jh@previant.com">jh@previant.com</a> <a href="mailto:mgr@previant.com">mgr@previant.com</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
PriceWaterHouseCoopers QAD, Inc.	Enrique Bujidos Jason Pickering, Esq.	Almagro 10,000 Midlantic Drive	40	Madrid Mt. Laurel		28010 08054	Spain	34 915 684 856-840-2489		<a href="mailto:enrique.bujidos@es.pwc.com">enrique.bujidos@es.pwc.com</a> <a href="mailto:jkp@qad.com">jkp@qad.com</a>	Representative to DASE Counsel to QAD, Inc.
Quadrangle Debt Recovery Advisors LLC	Andrew Herenstein	375 Park Avenue, 14th Floor		New York	NY	10152		212-418-1742	866-741-2505	<a href="mailto:andrew.herenstein@quadranglegroup.com">andrew.herenstein@quadranglegroup.com</a>	Counsel to Quadrangle Debt Recovery Advisors LLC
Quadrangle Group LLC	Patrick Bartels	375 Park Avenue, 14th Floor		New York	NY	10152		212-418-1748	866-552-2052	<a href="mailto:patrick.bartels@quadranglegroup.com">patrick.bartels@quadranglegroup.com</a>	Counsel to Quadrangle Group LLC
Quarles & Brady Streich Lang LLP	John A. Harris	Renaissance One	Two North Central Avenue	Phoenix	AZ	85004-2391		602-229-5200	602-229-5690	<a href="mailto:jharris@quarles.com">jharris@quarles.com</a>	Counsel to Semiconductor Components Industries, Inc.
Quarles & Brady Streich Lang LLP	Kasey C. Nye	One South Church Street		Tucson	AZ	85701		520-770-8717	520-770-2203	<a href="mailto:knye@quarles.com">knye@quarles.com</a>	Counsel to Offshore International, Inc.; Maquillas Teta Kawi, S.A. de C.V.; On Semiconductor Corporation
Quarles & Brady Streich Lang LLP	Scott R. Goldberg	Renaissance One	Two North Central Avenue	Phoenix	AZ	85004-2391		602-229-5200	602-229-5690	<a href="mailto:sgoldber@quarles.com">sgoldber@quarles.com</a>	Counsel to Semiconductor Components Industries, Inc.
Reed Smith	Elena Lazarou	599 Lexington Avenue	29th Street	New York	NY	10022		212-521-5400	212-521-5450	<a href="mailto:elazarou@reedsmith.com">elazarou@reedsmith.com</a>	Counsel to General Electric Capital Corporation, Strategic Asset Finance.
Reed Smith	Richard P. Norton	One Riverfront Plaza	1st Floor	Newark	NJ	07102		973-621-3200	973-621-3199	<a href="mailto:morton@reedsmith.com">morton@reedsmith.com</a>	Counsel to Jason Incorporated, Sackner Products Division
Riddell Williams P.S.	Joseph E. Shickich, Jr.	1001 4th Ave.	Suite 4500	Seattle	WA	98154-1195		206-624-3600	206-389-1708	<a href="mailto:jshickich@riddellwilliams.com">jshickich@riddellwilliams.com</a>	Counsel to Microsoft Corporation; Microsoft Licensing, GP
Rieck and Crotty PC	Jerome F Crotty	55 West Monroe Street	Suite 3390	Chicago	IL	60603		312-726-4646	312-726-0647	<a href="mailto:jcrotty@rieckcrotty.com">jcrotty@rieckcrotty.com</a>	Counsel to Mary P. O'Neill and Liam P. O'Neill
Riemer & Braunstein LLP	Mark S. Scott	Three Center Plaza		Boston	MA	02108		617-523-9000	617-880-3456	<a href="mailto:msscott@riemerlaw.com">msscott@riemerlaw.com</a>	Counsel to ICX Corporation
Riverside Claims LLC	Holly Rogers	2109 Broadway	Suite 206	New York	NY	10023		212-501-0990	212-501-7088	<a href="mailto:holly@regencap.com">holly@regencap.com</a>	Riverside Claims LLC
Robinson, McFadden & Moore, P.C.	Annemarie B. Mathews	P.O. Box 944		Columbia	SC	29202		803-779-8900	803-771-9411	<a href="mailto:amathews@robinsonlaw.com">amathews@robinsonlaw.com</a> <a href="mailto:gregory.kaden@ropesgray.com">gregory.kaden@ropesgray.com</a>	Counsel to Blue Cross Blue Shield of South Carolina
Ropes & Gray LLP	Gregory O. Kaden	One International Place		Boston	MA	02110-2624		617-951-7000	617-951-7050	<a href="mailto:marc.hirschfield@ropesgray.com">marc.hirschfield@ropesgray.com</a>	Attorneys for D-J, Inc.
Ropes & Gray LLP	Marc E. Hirschfield	45 Rockefeller Plaza		New York	NY	10111-0087		212-841-5700	212-841-5725	<a href="mailto:marc.hirschfield@ropesgray.com">m</a>	Attorneys for D-J, Inc.
Rosen Slome Marder LLP	Thomas R. Slome	333 Earle Ovington Boulevard	Suite 901	Uniondale	NY	11533		516-227-1600		<a href="mailto:tslome@rsmlp.com">tslome@rsmlp.com</a>	Counsel to JAE Electronics, Inc.
Russell Reynolds Associates, Inc.	Charles E. Boulbol, P.C.	26 Broadway, 17th Floor		New York	NY	10004		212-825-9457	212-825-9414	<a href="mailto:rtrack@msn.com">rtrack@msn.com</a>	Counsel to Russell Reynolds Associates, Inc.
Sachnoff & Weaver, Ltd	Charles S. Schulman	10 South Wacker Drive	40th Floor	Chicago	IL	60606		312-207-1000	312-207-6400	<a href="mailto:agelman@sachnoff.com">agelman@sachnoff.com</a>	Counsel to Infineon Technologies North America Corporation
Satterlee Stephens Burke & Burke LLP	Christopher R. Belmonte	230 Park Avenue		New York	NY	10169		212-818-9200	212-818-9606	<a href="mailto:cbelmonte@ssbb.com">cbelmonte@ssbb.com</a>	Counsel to Moody's Investors Service
Satterlee Stephens Burke & Burke LLP	Pamela A. Bosswick	230 Park Avenue		New York	NY	10169		212-818-9200	212-818-9606	<a href="mailto:pbosswick@ssbb.com">pbosswick@ssbb.com</a> <a href="mailto:dweiner@schaferandweiner.com">dweiner@schaferandweiner.com</a>	Counsel to Moody's Investors Service
Schafer and Weiner PLLC	Daniel Weiner	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340		<a href="mailto:m">m</a>	Counsel to Dott Industries, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Schafer and Weiner PLLC	Howard Borin	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340		<a href="mailto:hborin@schaferandweiner.com">hborin@schaferandweiner.com</a>	Counsel to Dott Industries, Inc.
Schafer and Weiner PLLC	Ryan Heilman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340		<a href="mailto:rheilman@schaferandweiner.com">rheilman@schaferandweiner.com</a>	Counsel to Dott Industries, Inc.
Schiff Hardin LLP	Eugene J. Geekie, Jr.	7500 Sears Tower		Chicago	IL	60606		312-258-5635	312-258-5600	<a href="mailto:egeekie@schiffhardin.com">egeekie@schiffhardin.com</a>	Counsel to Means Industries
Schiffrin & Barroway, LLP	Michael Yarnoff	280 King of Prussia Road		Radnor	PA	19087		610-667-7056	610-667-7706	<a href="mailto:myarnoff@sbclasslaw.com">myarnoff@sbclasslaw.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP
Schiffrin & Barroway, LLP	Sean M. Handler	280 King of Prussia Road		Radnor	PA	19087		610-667-7706	610-667-7056	<a href="mailto:shandler@sbclasslaw.com">shandler@sbclasslaw.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP
Schulte Roth & Sabel LLP	James T. Bentley	919 Third Avenue		New York	NY	10022		212-756-2273	212-593-5955	<a href="mailto:james.bentley@srz.com">james.bentley@srz.com</a>	Counsel to Panasonic Automotive Systems Company of America
Schulte Roth & Sabel LLP	Michael L. Cook	919 Third Avenue		New York	NY	10022		212-756-2000	212-595-5955	<a href="mailto:michael.cook@srz.com">michael.cook@srz.com</a>	Counsel to Panasonic Automotive Systems Company of America; D.C. Capital Partners, L.P.
Schulte Roth & Sabel LLP	Carol Weiner Levy	919 Third Avenue		New York	NY	10022		212-756-2000	212-595-5955	<a href="mailto:carol.weiner.levy@srz.com">carol.weiner.levy@srz.com</a>	Counsel to D.C. Capital Partners, L.P.
Seyfarth Shaw LLP	Paul M. Baisier, Esq.	1545 Peachtree Street, N.E.	Suite 700	Atlanta	GA	30309-2401		404-885-1500	404-892-7056	<a href="mailto:pbaisier@seyfarth.com">pbaisier@seyfarth.com</a>	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Seyfarth Shaw LLP	Robert W. Dremluk, Esq.	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801		212-218-5500	212-218-5526	<a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Seyfarth Shaw LLP	William J. Hanlon	World Trade Center East	Two Seaport Lane, Suite 300	Boston	MA	02210		617-946-4800	617-946-4801	<a href="mailto:whanlon@seyfarth.com">whanlon@seyfarth.com</a>	Counsel to le Belier/LBQ Foundry S.A. de C.V.
Sheehan Phinney Bass + Green Professional Association	Bruce A. Harwood	1000 Elm Street	P.O. Box 3701	Manchester	NH	03105-3701		603-627-8139	603-627-8121	<a href="mailto:bharwood@sheehan.com">bharwood@sheehan.com</a>	Counsel to Source Electronics, Inc.
Sheldon S. Toll PLLC	Sheldon S. Toll	2000 Town Center	Suite 2550	Southfield	MI	48075		248-358-2460	248-358-2740	<a href="mailto:lawtoll@comcast.net">lawtoll@comcast.net</a>	Counsel to Milwaukee Investment Company
Sheppard Mullin Richter & Hampton LLP	Eric Waters	30 Rockefeller Plaza	24th Floor	New York	NY	10112		212-332-3800	212-332-3888	<a href="mailto:ewaters@sheppardmullin.com">ewaters@sheppardmullin.com</a>	Counsel to Gary Whitney
Sheppard Mullin Richter & Hampton LLP	Malani J. Sternstein	30 Rockefeller Plaza	24th Floor	New York	NY	10112		212-332-3800	212-332-3888	<a href="mailto:msternstein@sheppardmullin.com">msternstein@sheppardmullin.com</a>	Counsel to International Rectifier Corp. and Gary Whitney
Sheppard Mullin Richter & Hampton LLP	Theodore A. Cohen	333 South Hope Street	48th Floor	Los Angeles	CA	90071		213-620-1780	213-620-1398	<a href="mailto:tcohen@sheppardmullin.com">tcohen@sheppardmullin.com</a>	Counsel to Gary Whitney
Sheppard Mullin Richter & Hampton LLP	Theresa Wardle	333 South Hope Street	48th Floor	Los Angeles	CA	90071		213-620-1780	213-620-1398	<a href="mailto:twardle@sheppardmullin.com">twardle@sheppardmullin.com</a>	Counsel to International Rectifier Corp.
Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC	Robert P. Thibeaux	5353 Essen Lane	Suite 650	Baton Rouge	LA	70809		225-757-2185	225-757-7674	<a href="mailto:rthibeaux@shergarner.com">rthibeaux@shergarner.com</a>	Counsel to Gulf Coast Bank & Trust Company
Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC	Robert P. Thibeaux	909 Poydras Street	28th Floor	New Orleans	LA	70112-1033		504-299-2100	504-299-2300	<a href="mailto:rthibeaux@shergarner.com">rthibeaux@shergarner.com</a>	Counsel to Gulf Coast Bank & Trust Company
Sills, Cummis Epstein & Gross, P.C.	Andrew H. Sherman	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	212-643-6500	<a href="mailto:asherman@sillscummis.com">asherman@sillscummis.com</a>	Counsel to Hewlett-Packard Financial Services Company
Sills, Cummis Epstein & Gross, P.C.	Jack M. Zackin	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	212-643-6500	<a href="mailto:jzackin@sillscummis.com">jzackin@sillscummis.com</a>	Counsel to Hewlett-Packard Financial Services Company

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Sills, Cummis Epstein & Gross, P.C.	Valerie A Hamilton Simon Kimmelman	650 College Rd E		Princeton	NJ	08540		609-227-4600	609-227-4646	<a href="mailto:vhamilton@sillscummis.com">vhamilton@sillscummis.com</a> <a href="mailto:skimmelman@sillscummis.com">skimmelman@sillscummis.com</a>	Counsel to Doosan Infracore America Corp.
Silver Point Capital, L.P.	Chaim J. Fortgang	Two Greenwich Plaza	1st Floor	Greenwich	CT	06830		203-542-4216	203-542-4100	<a href="mailto:cfortgang@silverpointcapital.com">cfortgang@silverpointcapital.com</a>	Counsel to Silver Point Capital, L.P.
Smith, Gambrell & Russell, LLP	Barbara Ellis-Monro	1230 Peachtree Street, N.E.	Suite 3100	Atlanta	GA	30309		404-815-3500	404-815-3509	<a href="mailto:bellis-monro@sgrlaw.com">bellis-monro@sgrlaw.com</a>	Counsel to Southwire Company
Smith, Katzenstein & Furlow LLP	Kathleen M. Miller	800 Delaware Avenue, 7th Floor	P.O. Box 410	Wilmington	DE	19899		302-652-8400	302-652-8405	<a href="mailto:kmiller@skfdelaware.com">kmiller@skfdelaware.com</a>	Counsel to Airgas, Inc.
Sonnenschein Nath & Rosenthal LLP	D. Farrington Yates	1221 Avenue of the Americas	24th Floor	New York	NY	10020		212-768-6700	212-768-6800	<a href="mailto:fyates@sonnenschein.com">fyates@sonnenschein.com</a>	Counsel to Molex, Inc. and INA USA, Inc. and United Plastics Group
Sonnenschein Nath & Rosenthal LLP	Monika J. Machen	8000 Sears Tower	233 South Wacker Drive	Chicago	IL	60606		312-876-8000	312-876-7934	<a href="mailto:mmachen@sonnenschein.com">mmachen@sonnenschein.com</a>	Counsel to United Plastics Group
Sonnenschein Nath & Rosenthal LLP	Robert E. Richards	8000 Sears Tower	233 South Wacker Drive	Chicago	IL	60606		312-876-8000	312-876-7934	<a href="mailto:richards@sonnenschein.com">richards@sonnenschein.com</a>	Counsel to Molex, Inc. and INA USA, Inc.
Squire, Sanders & Dempsey L.L.P.	Eric Marcks	One Maritime Plaza	Suite 300	San Francisco	CA	94111-3492			415-393-9887	<a href="mailto:emarcks@ssd.com">emarcks@ssd.com</a>	Counsel to Furukawa Electric Co., Ltd. And Furukawa Electric North America, APD Inc.
Squire, Sanders & Dempsey L.L.P.	Penn Ayers Butler	600 Hansen Way		Palo Alto	CA	94304		650-856-6500	650-843-8777	<a href="mailto:pabutler@ssd.com">pabutler@ssd.com</a>	Counsel to Furukawa Electric Co., Ltd. And Furukawa Electric North America, APD Inc.
State of California Office of the Attorney General	Sarah E. Morrison	Deputy Attorney General	300 South Spring Street Ste 1702	Los Angeles	CA	90013		213-897-2640	213-897-2802	<a href="mailto:sarah.morrison@doj.ca.gov">sarah.morrison@doj.ca.gov</a>	Attorneys for the State of California Department of Toxic Substances Control
State of Michigan Department of Labor & Economic Growth, Unemployment Insurance Agency	Roland Hwang Assistant Attorney General	3030 W. Grand Boulevard	Suite 9-600	Detroit	MI	48202		313-456-2210	313-456-2201	<a href="mailto:hwangr@michigan.gov">hwangr@michigan.gov</a> <a href="mailto:jmbaumann@steeltechnologies.com">jmbaumann@steeltechnologies.com</a>	Assistant Attorney General for State of Michigan, Unemployment Tax Office of the Department of Labor & Economic Growth, Unemployment Insurance Agency
Steel Technologies, Inc.	John M. Baumann	15415 Shelbyville Road		Louisville	KY	40245		502-245-0322	502-245-0542		Counsel to Steel Technologies, Inc.
Stein, Rudser, Cohen & Magid LLP	Robert F. Kidd	825 Washington Street	Suite 200	Oakland	CA	94607		510-287-2365	510-987-8333	<a href="mailto:rkidd@srcm-law.com">rkidd@srcm-law.com</a>	Counsel to Excel Global Logistics, Inc.
Steinberg Shapiro & Clark	Mark H. Shapiro	24901 Northwestern Highway	Suite 611	Southfield	MI	48075		248-352-4700	248-352-4488	<a href="mailto:shapiro@steinbergshapiro.com">shapiro@steinbergshapiro.com</a>	Counsel to Bing Metals Group, Inc.; Central Transport International, Inc.; Crown Enterprises, Inc.; Economy Transport, Inc.; Logistics Insight Corp (LINC); Universal Am-Can, Ltd.; Universal Truckload Services, Inc.
Sterns & Weinroth, P.C.	Jeffrey S. Posta Michael A Spero Simon Kimmelman Valerie A Hamilton	50 West State Street, Suite 1400	PO Box 1298	Trenton	NJ	08607-1298		609-392-2100	609-392-7956	<a href="mailto:jposta@sternslaw.com">jposta@sternslaw.com</a> <a href="mailto:jspect@sternslaw.com">jspect@sternslaw.com</a>	Counsel to Doosan Infracore America Corp.
Stevens & Lee, P.C.	Chester B. Salomon, Esq. Constantine D. Pourakis, Esq.	485 Madison Avenue	20th Floor	New York	NY	10022		212-319-8500	212-319-8505	<a href="mailto:cs@stevenslee.com">cs@stevenslee.com</a> <a href="mailto:cp@stevenslee.com">cp@stevenslee.com</a>	Counsel to Tonolli Canada Ltd.; VJ Technologies, Inc. and V.J. Electronix, Inc.
Stinson Morrison Hecker LLP	Mark A. Shaiken	1201 Walnut Street		Kansas City	MO	64106		816-842-8600	816-691-3495	<a href="mailto:mshaiken@stinsonmoheck.com">mshaiken@stinsonmoheck.com</a>	Counsel to Thyssenkrupp Waupaca, Inc. and Thyssenkrupp Stahl Company
Stites & Harbison PLLC	Madison L. Cashman	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	615-782-2371	<a href="mailto:robert.goodrich@stites.com">robert.goodrich@stites.com</a>	Counsel to Setech, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Stites & Harbison PLLC	Robert C. Goodrich, Jr.	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	615-782-2371	<a href="mailto:madison.cashman@stites.com">madison.cashman@stites.com</a>	Counsel to Setech, Inc.
Stites & Harbison, PLLC	W. Robinson Beard, Esq.	400 West Market Street		Louisville	KY	40202		502-681-0448	502-779-8274	<a href="mailto:wbeard@stites.com">wbeard@stites.com</a>	Counsel to WAKO Electronics (USA), Inc. and Ambrake Corporation
											Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real Properties
Stroock & Stroock & Lavan, LLP	Kristopher M. Hansen	180 Maiden Lane		New York	NY	10038		212-806-5400	212-806-6006	<a href="mailto:khansen@stroock.com">khansen@stroock.com</a>	Counsel to Wren Industries, Inc.
Taft, Stettinius & Hollister LLP	Richard L. Ferrell	425 Walnut Street	Suite 1800	Cincinnati	OH	45202-3957		513-381-2838		<a href="mailto:ferrell@taftlaw.com">ferrell@taftlaw.com</a>	Counsel to Select Industries Corporation and Gobar Systems, Inc.
Taft, Stettinius & Hollister LLP	W Timothy Miller Esq	425 Walnut Street	Suite 1800	Cincinnati	OH	45202		513-381-2838	513-381-0205	<a href="mailto:miller@taftlaw.com">miller@taftlaw.com</a>	Tennessee Department of Revenue
Tennessee Department of Revenue	Marvin E. Clements, Jr.	c/o TN Attorney General's Office, Bankruptcy Division	PO Box 20207	Nashville	TN	37202-0207		615-532-2504	615-741-3334	<a href="mailto:marvin.clements@state.tn.us">marvin.clements@state.tn.us</a>	Counsel to Maxim Integrated Products, Inc.
Terra Law LLP	David B. Draper	60 S. Market Street	Suite 200	San Jose	CA	95113		408-299-1200	408-998-4895	<a href="mailto:ddraper@terra-law.com">ddraper@terra-law.com</a>	Counsel to TT Electronics, Plc
Thacher Proffitt & Wood LLP	Jonathan D. Forstot	Two World Financial Center		New York	NY	10281		212-912-7679	212-912-7751	<a href="mailto:jforstot@tpw.com">jforstot@tpw.com</a>	Counsel to TT Electronics, Plc
Thacher Proffitt & Wood LLP	Louis A. Curcio	Two World Financial Center		New York	NY	10281		212-912-7607	212-912-7751	<a href="mailto:lcurnio@tpw.com">lcurnio@tpw.com</a>	Legal Department of The Furukawa Electric Co., Ltd.
The Furukawa Electric Co., Ltd.	Mr. Tetsuhiro Niizeki	6-1 Marunouchi	2-Chrome, Chiyoda-ku	Tokyo	Japan	100-8322			81-3-3286-3919	<a href="mailto:niizeki.tetsuhiro@furukawa.co.jp">niizeki.tetsuhiro@furukawa.co.jp</a>	Representative for Timken Corporation
The Timken Corporation BIC - 08	Robert Morris	1835 Dueber Ave. SW	PO Box 6927	Canton	OH	44706-0927		330-438-3000	1-330-471-4388	<a href="mailto:robert.morris@timken.com">robert.morris@timken.com</a>	Counsel to American Finance Group, Inc. d/b/a Guaranty Capital Corporation and Oki Semiconductor Company
Thelen Reid Brown Raysman & Steiner LLP	David A. Lowenthal	875 Third Avenue		New York	NY	10022		212-603-2000	212-603-2001	<a href="mailto:dlowenthal@thelenreid.com">dlowenthal@thelenreid.com</a>	Counsel to Royberg, Inc. d/b/a Precision Mold & Tool and d/b/a Precision Mold and Tool Group
Thompson & Knight	Rhett G. Cambell	333 Clay Street	Suite 3300	Houston	TX	77002		713-654-1871	713-654-1871	<a href="mailto:rhett.campbell@tklaw.com">rhett.campbell@tklaw.com</a>	Counsel to Victory Packaging
Thompson & Knight LLP	Ira L. Herman	919 Third Avenue	39th Floor	New York	NY	10022-3915		212-751-3045	214-999-9139	<a href="mailto:ira.herman@tklaw.com">ira.herman@tklaw.com</a>	Counsel to Victory Packaging
Thompson & Knight LLP	John S. Brannon	1700 Pacific Avenue	Suite 3300	Dallas	TX	75201-4693		214-969-1505	214-969-1609	<a href="mailto:john.brannon@tklaw.com">john.brannon@tklaw.com</a>	Counsel to Royberg, Inc. d/b/a Precision Mold & Tool and d/b/a Precision Mold and Tool Group
Thurman & Phillips, P.C.	Ed Phillips, Jr.	8000 IH 10 West	Suite 1000	San Antonio	TX	78230		210-341-2020	210-344-6460	<a href="mailto:ephillips@thurman-phillips.com">ephillips@thurman-phillips.com</a>	Counsel to Bank of Lincolnwood
Todd & Levi, LLP	Jill Levi, Esq.	444 Madison Avenue	Suite 1202	New York	NY	10022		212-308-7400		<a href="mailto:jlevi@todtlevi.com">jlevi@todtlevi.com</a>	Counsel to Barnes Group, Inc.
Tyler, Cooper & Alcorn, LLP	W. Joe Wilson	City Place	35th Floor	Hartford	CT	06103-3488		860-725-6200	860-278-3802	<a href="mailto:jwilson@tylercooper.com">jwilson@tylercooper.com</a>	Counsel to McAlpin Industries, Inc.
Underberg & Kessler, LLP	Helen Zamboni	300 Bausch & Lomb Place		Rochester	NY	14604		585-258-2800	585-258-2821	<a href="mailto:hazamboni@underbergkessler.com">hazamboni@underbergkessler.com</a>	Counsel to Union Pacific Railroad Company
Union Pacific Railroad Company	Mary Ann Kilgore	1400 Douglas Street	MC 1580	Omaha	NE	68179		402-544-4195	402-501-0127	<a href="mailto:mkilgore@UP.com">mkilgore@UP.com</a>	Counsel to Furukawa Electric North America APD and Co-Counsel to Tower Automotive, Inc.
Varnum, Riddering, Schmidt & Howlett LLP	Michael S. McElwee	Bridgewater Place	P.O. Box 352	Grand Rapids	MI	49501-0352		616-336-6827	616-336-7000	<a href="mailto:msmcelwee@varnumlaw.com">msmcelwee@varnumlaw.com</a>	Counsel to Capital Research and Management Company
Wachtell, Lipton, Rosen & Katz	Emil A. Kleinhaus	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	<a href="mailto:EAKleinhaus@wlrk.com">EAKleinhaus@wlrk.com</a>	Counsel to Capital Research and Management Company
Wachtell, Lipton, Rosen & Katz	Richard G. Mason	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	<a href="mailto:RGMason@wlrk.com">RGMason@wlrk.com</a>	Counsel to Nissan North America, Inc.
Waller Lansden Dortch & Davis, PLLC	David E. Lemke, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	<a href="mailto:david.lemke@wallerlaw.com">david.lemke@wallerlaw.com</a>	

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Waller Lansden Dortch & Davis, PLLC	Robert J. Welhoelter, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	<a href="mailto:robert.welhoelter@wallerlaw.com">robert.welhoelter@wallerlaw.com</a>	Counsel to Nissan North America, Inc.
Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2185	616-222-2185	<a href="mailto:gtoering@wnj.com">gtoering@wnj.com</a>	Counsel to Robert Bosch Corporation
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075		248-784-5131	248-603-9631	<a href="mailto:mcruse@wnj.com">mcruse@wnj.com</a>	Counsel to Compuware Corporation
Warner Norcross & Judd LLP	Stephen B. Grow	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2158		<a href="mailto:growsb@wnj.com">growsb@wnj.com</a>	Counsel to Behr Industries Corp.
Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP	Lei Lei Wang Ekvall	650 Town Center Drive	Suite 950	Costa Mesa	CA	92626		714-966-1000	714-966-1002	<a href="mailto:lekvall@wgllp.com">lekvall@wgllp.com</a>	Counsel to Toshiba America Electronic Components, Inc.
Weinstein, Eisen & Weiss LLP	Aram Ordubegian	1925 Century Park East	#1150	Los Angeles	CA	90067		310-203-9393	310-203-8110	<a href="mailto:aordubegian@weineisen.com">aordubegian@weineisen.com</a>	Counsel to Orbotech, Inc.
Weltman, Weinberg & Reis Co., L.P.A.	Geoffrey J. Peters	175 South Third Street	Suite 900	Columbus	OH	43215		614-857-4326	614-222-2193	<a href="mailto:gpeters@weltman.com">gpeters@weltman.com</a>	Counsel to Seven Seventeen Credit Union
White & Case LLP	Glenn Kurtz Gerard Uzzi Douglas Baumstein	1155 Avenue of the Americas		New York	NY	10036-2787		212-819-8200		<a href="mailto:dkurtz@ny.whitecase.com">dkurtz@ny.whitecase.com</a> <a href="mailto:guzzi@whitecase.com">guzzi@whitecase.com</a> <a href="mailto:dbaumstein@ny.whitecase.com">dbaumstein@ny.whitecase.com</a>	Counsel to Appaloosa Management, LP
White & Case LLP	Thomas Lauria Frank Eaton	Wachovia Financial Center	200 South Biscayne Blvd., Suite 4900	Miami	FL	33131		305-371-2700	305-358-5744	<a href="mailto:tlauria@whitecase.com">tlauria@whitecase.com</a> <a href="mailto:featon@miami.whitecase.com">featon@miami.whitecase.com</a>	Counsel to Appaloosa Management, LP
Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414-273-2100	414-223-5000	<a href="mailto:barnold@whdlaw.com">barnold@whdlaw.com</a>	Counsel to Schunk Graphite Technology
Winstead Sechrest & Minick P.C.	R. Michael Farquhar	5400 Renaissance Tower	1201 Elm Street	Dallas	TX	75270		214-745-5400	214-745-5390	<a href="mailto:mfarquhar@winstead.com">mfarquhar@winstead.com</a>	Counsel to National Instruments Corporation
Winthrop Couchot Professional Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<a href="mailto:mwinthrop@winthropcouchot.com">mwinthrop@winthropcouchot.com</a>	Counsel to Metal Surfaces, Inc.
Winthrop Couchot Professional Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<a href="mailto:sokeefe@winthropcouchot.com">sokeefe@winthropcouchot.com</a>	Counsel to Metal Surfaces, Inc.
Womble Carlyle Sandridge & Rice, PLLC	Lillian H. Pinto	300 North Greene Street	Suite 1900	Greensboro	NC	27402		336-574-8058	336-574-4528	<a href="mailto:lpinto@wcsr.com">lpinto@wcsr.com</a>	Counsel to Armacell
Zeichner Ellman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	<a href="mailto:pjanovsky@zeklaw.com">pjanovsky@zeklaw.com</a>	Counsel to Toyota Tsusho America, Inc. and Karl Kufner, KG aka Karl Kuefner, KG
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	<a href="mailto:skrause@zeklaw.com">skrause@zeklaw.com</a>	Counsel to Toyota Tsusho America, Inc.

## **EXHIBIT C**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	PARTY / FUNCTION
APS Clearing, Inc.	Andy Leinhoff Matthew Hamilton	1301 S. Capital of Texas Highway	Suite B-220	Austin	TX	78746		512-314-4416	512-314-4462	Counsel to APS Clearing, Inc.
Berry Moorman P.C.	James P. Murphy	535 Griswold	Suite 1900	Detroit	MI	48226		313-496-1200	313-496-1300	Counsel to Kamax L.P.; Optrex America, Inc.
Bingham McHale LLP	Michael J Alerding	10 West Market Street	Suite 2700	Indianapolis	IN	46204		317-635-8900	317-236-9907	Counsel to Universal Tool & Engineering co., Inc. and M.G. Corporation
Curtis, Mallet-Prevost, Colt & Mosle LLP	Andrew M. Thau	101 Park Avenue		New York	NY	10178-0061		212-696-8898	917-368-8898	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Curtis, Mallet-Prevost, Colt & Mosle LLP	David S. Karp	101 Park Avenue		New York	NY	10178-0061		212-696-6065	212-697-1559	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.
DiConza Law, P.C.	Gerard DiConza, Esq.	630 Third Avenue, 7th Floor		New York	NY	10017		212-682-4940	212-682-4942	Counsel to Tyz-All Plastics, Inc.; Furukawa Electric North America APD; and Co-Counsel to Tower Automotive, Inc.
Fagel Haber LLC	Gary E. Green	55 East Monroe	40th Floor	Chicago	IL	60603		312-346-7500	312-580-2201	Counsel to Aluminum International, Inc.
Grant & Eisenhofer P.A.	Geoffrey C. Jarvis	1201 North Market Street	Suite 2100	Wilmington	DE	19801		302-622-7000	302-622-7100	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Heller Ehrman LLP	Carren Shulman	Times Square Tower	Seven Times Square	New York	NY	10036		212-832-8300	212-763-7600	Counsel to @Road, Inc.
Hunter & Schank Co. LPA	John J. Hunter	One Canton Square	1700 Canton Avenue	Toledo	OH	43624		419-255-4300	419-255-9121	Counsel to ZF Group North America Operations, Inc.
Hunter & Schank Co. LPA	Thomas J. Schank	One Canton Square	1700 Canton Avenue	Toledo	OH	43624		419-255-4300	419-255-9121	Counsel to ZF Group North America Operations, Inc.
Johnston, Harris Gerde & Komarek, P.A.	Jerry W. Gerde, Esq.	239 E. 4th St.		Panama City	FL	32401		850-763-8421	850-763-8425	Counsel to Peggy C. Brannon, Bay County Tax Collector
Kelley Drye & Warren, LLP	Mark I. Bane	101 Park Avenue		New York	NY	10178		212-808-7800	212-808-7897	Counsel to the Pension Benefit Guaranty Corporation
Kelley Drye & Warren, LLP	Mark. R. Somerstein	101 Park Avenue		New York	NY	10178		212-808-7800	212-808-7897	Counsel to the Pension Benefit Guaranty Corporation
Lord, Bissel & Brook LLP	Rocco N. Covino	885 Third Avenue	26th Floor	New York	NY	10022-4802		212-812-8340	212-947-1202	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
McGuirewoods LLP	Elizabeth L. Gunn	One James Center	901 East Cary Street	Richmond	VA	23219-4030		804-775-1178	804-698-2186	Counsel to Siemens Logistics Assembly Systems, Inc.
North Point	Michelle M. Harner	901 Lakeside Avenue		Cleveland	OH	44114		216-586-3939	216-579-0212	Counsel to WL. Ross & Co., LLC
O'Rourke Katten & Moody	Michael C. Moody	161 N. Clark Street	Suite 2230	Chicago	IL	60601		312-849-2020	312-849-2021	Counsel to Ameritech Credit Corporation d/b/a SBC Capital Services
Orrick, Herrington & Sutcliffe LLP	Matthew W. Cheney	The Washington Harbour	3050 K Street, N.W.	Washington	DC	20007		202-339-8400	202-339-8500	Counsel to Westwood Associates, Inc.
Paul, Weiss, Rifkind, Wharton & Garrison	Curtis J. Weidler	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3157	212-373-2053	Counsel to Ambrake Corporation; Akebono Corporation
Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	OH	44333		330-670-3004	330-670-3020	Counsel to Republic Engineered Products, Inc.



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	PARTY / FUNCTION
Ropers, Majeski, Kohn & Bentley Schiff Hardin LLP	Christopher Norgaard William I. Kohn	515 South Flower Street 6600 Sears Tower	Suite 1100	Los Angeles Chicago	CA IL	90071 60066		213-312-2000 312-258-5500	213-312-2001 312-258-5600	Counsel to Brembo S.p.A; Bibielle S.p.A.; AP Racing Counsel to Means Industries
Shipman & Goodwin LLP	Jennifer L. Adamy	One Constitution Plaza		Hartford	CT	06103-1919		860-251-5811	860-251-5218	Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,
Stroock & Stroock & Lavan, LLP	Joseph G. Minias	180 Maiden Lane		New York	NY	10038		212-806-5400	212-806-6006	Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. a
Swidler Berlin LLP	Robert N. Steinwurtzel	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007		202-424-7500	202-424-7645	Attorneys for Sanders Lead Co., Inc.
Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	NY	10119		212-594-5000	212-967-4258	Conflicts counsel to Debtors
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	OH	43215		614-464-8322	614-719-4663	Counsel to America Online, Inc. and its Subsidiaries and Affiliates
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102		817-810-5250	817-810-5255	Counsel to Electronic Data Systems Corp. and EDS Information Services, L.L.C.
Winstead Sechrest & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701		512-370-2800	512-370-2850	Counsel to National Instruments Corporation
WL Ross & Co., LLC	Stephen Toy	600 Lexington Avenue	19th Floor	New York	NY	10022		212-826-1100	212-317-4893	Counsel to WL. Ross & Co., LLC

## **EXHIBIT D**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
Airgas, Inc.	David Boyle	259 Radnor-Chester Road, Suite 100	P.O. Box 6675	Radnor	PA	19087-8675	610-230-3064	Counsel to Airgas, Inc.
Akebono Corporation (North America)	Alan Swiech	34385 Twelve Mile Road		Farmington Hills	MI	48331	248-489-7406	Vice President of Administration for Akebono Corporation
Cage Williams & Abelman, P.C.	Steven E. Abelman	1433 Seventeenth Street		Denver	CO	80202	303-295-0202	Counsel to United Power, Inc.
Colbert & Winstead, P.C.	Amy Wood Malone	1812 Broadway		Nashville	TN	37203	615-321-0555	Counsel to Averitt Express, Inc.
Coolidge, Wall, Womsley & Lombard Co. LPA	Steven M. Wachstein	33 West First Street	Suite 600	Dayton	OH	45402	937-223-8177	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company
DaimlerChrysler Corporation	Kim Kolb	CIMS 485-13-32	1000 Chrysler Drive	Auburn Hills	MI	48326-2766	248-576-5741	Counsel to DaimlerChrysler Corporation; DaimlerChrysler Motors Company, LLC; DaimlerChrysler Canada, Inc.
Dykema Gossett PLLC	Gregory J. Jordan	10 Wacker	Suite 2300	Chicago	IL	60606	312-627-2171	Counsel to Tremont City Barrel Fill PRP Group
Genovese Joblove & Battista, P.A.	Craig P. Rieders, Esq.	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131	305-349-2300	Counsel to Ryder Integrated Logistics, Inc.
Jason, Inc.	Beth Klimczak, General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202		General Counsel to Jason Incorporated
Miami-Dade County Tax Collector	Metro-Dade Paralegal Unit	140 West Flagler Street	Suite 1403	Miami	FL	33130	305-375-5314	Paralegal Collection Specialist for Miami-Dade County
Norris, McLaughlin & Marcus	Elizabeth L. Abdelmasieh, Esq	721 Route 202-206	P.O. Box 1018	Somerville	NJ	08876	908-722-0700	Counsel to Rotor Clip Company, Inc.
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734	989-385-3230	Corporate Secretary for Professional Technologies Services
Sachnoff & Weaver, Ltd	Charles S. Schulman	10 South Wacker Drive	40th Floor	Chicago	IL	60606	312-207-1000	Counsel to Infineon Technologies North America Corporation
Schafer and Weiner PLLC	Max Newman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304	248-540-3340	Counsel to Dott Industries, Inc.
Sony Electronics Inc.	Lloyd B. Sarakin - Chief Counsel, Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656	201-930-7483	Counsel to Sony Electronics, Inc.
United Steel, Paper and Forestry, Rubber, Manufacturing, Energy	Allied Industrial and Service Workers, Intl Union (USW), AFL-CIO	David Jury, Esq.	Five Gateway Center Suite 807	Pittsburgh	PA	15222	412-562-2549	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	OH	43216-1008	614-464-6422	

## **EXHIBIT E**

Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned cases (the “Cases”), by their undersigned counsel, as and for their surreply to the motion dated March 23, 2007 (the “Motion”) of Furukawa Electric North America APD (“Furukawa North America”) and Furukawa Electric Co., Ltd. (jointly,

“Furukawa” or the “Claimant”) for an Order for (a) abstention pursuant to 28 U.S.C. 1334(c); (b) relief from the automatic stay pursuant to 362(d) of title 11 of the United States Code (the “Bankruptcy Code”); and (c) for an order limiting the scope of the claim objection hearing scheduled for July 19, 2007, respectfully state:

**PRELIMINARY STATEMENT**

1. The Debtors’ April 13, 2007 Objection (the “Objection”) to the Motion, established that Furukawa is not entitled to relief because (a) neither mandatory nor discretionary abstention is warranted and (b) Furukawa has failed to establish cause for relief for the automatic stay.

2. In its Reply to Debtors’ Objection [Docket No. 7966] (the “Reply”), Furukawa made an abrupt about-face: it seemingly abandoned its earlier position that this dispute is too complex for this Court to address and instead devoted its entire “Background” section of its Reply to a very specific discussion of the underlying dispute.

3. Although neither the Motion nor the Objection seeks an adjudication of the parties’ underlying claim dispute, it is important to demonstrate that Furukawa’s characterization of the underlying dispute is erroneous because Furukawa’s errors belie its argument that a Michigan state court is somehow better qualified than this Court to resolve this relatively straightforward contract dispute.

4. The legal argument advanced by Furukawa, that: (i) this is not a core proceeding; (ii) concerns of comity and predominance of state law issues militate in favor of abstention; (iii) the absence of diversity strongly favors abstention; and (iv) the Debtors’ state court jury demand, are all either unsupported by the facts, unsupported by controlling authority, or both.

5. Furukawa erroneously contends that the litigation regarding the counterclaim is not core. However, on July 28, 2006, Furukawa filed its Proof of Claim<sup>1</sup> in this case and submitted itself to the equitable jurisdiction of this Court. Furukawa was aware of the State Court Action and fully cognizant that its outcome was predicated upon the same transaction as the Proof of Claim.

6. Moreover, Furukawa's argument that it was forced to file the Proof Claim to satisfy a time bar is without merit. The Second Circuit has held "that a creditor subjects itself to the bankruptcy court's jurisdiction even where filing a proof of claim is statutorily mandated." Luan Investment S.E. v. Franklin 145 Corp. (In re Petrie Retail, Inc.), 304 F.3d 223, 233 (2d Cir. 2002). Consequently, Furukawa voluntarily submitted itself to the equitable jurisdiction of this Court when it filed its Proof of Claim.

7. For the reasons set forth in the Objection and below, this Court should deny Furukawa's Motion in its entirety.

### **BACKGROUND**

8. The background of the parties' dispute is set forth extensively in the Objection and is respectfully incorporated by reference herein.

### **FACTS**

9. In the Background section of its Reply, Furukawa asserts – for the first time – that it is not liable to Delphi because: (1) Delphi approved of the defective sensors at issue; and (2) the failures of the steering system giving rise to liability were caused by negligent installation by Delphi. None of these contentions are supported by the facts.

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<sup>1</sup> Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the  
(footnote continued on the following page)

10. Delphi manufactures and sells steering columns to automotive customers. Included in certain Delphi manufactured steering columns is a part designated as the E-Steer Sensor (Sensor). Affidavit of Douglas M. Schuller, sworn to June 29, 2007 ("Schuller Aff.") at ¶ 2, annexed hereto as Exhibit "1".

11. Delphi outsourced the manufacture of the sensor for a certain vehicle program to Furukawa. Delphi specified the sensor performance requirements to Furukawa. Thereafter, Furukawa designed and built sensors that were provided to Delphi with the understanding that the sensors would meet Delphi's performance requirements. Schuller Aff. at ¶ 3.

12. Delphi engineers performed product validation tests of the sensors that Furukawa provided to Delphi for testing. The slip rings that Furukawa provided for the Sensor had solid gold plating. The product validation testing and other technical evaluations which were performed as part of the production part approval process (PPAP) led to the purchase of sensors from Furukawa for installation in saleable steering columns. Schuller Aff. at ¶ 4.

13. Subsequent to the product validation testing and performance approval, Furukawa changed from a pure gold slip ring plating to a gold plating design which included a PTFE (polytetrafluoroethylene, commonly referred to as Teflon) additive. This material change was made without the knowledge or engineering consent of Delphi. Schuller Aff. at ¶ 5.

14. Furukawa knew that it was obligated to submit a Supplier Change Review Request (SCRR) to Delphi before it altered the slip ring plating because

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Objection.



Furukawa made a SCRR to Delphi unrelated to the Sensors before it began to use the PTFE additive. Schuller Aff. at ¶ 6 and Ex. A-1.

15. Furukawa then began to provide Sensors to Delphi, which were intended for installation into steering columns for sale to its customer, but significantly, Furukawa supplied the Sensors with the PTFE additive without Delphi's prior knowledge or consent. It was unknown to Delphi that these Sensors included the PTFE additive. Schuller Aff. at ¶ 7.

16. On December 12, 2002, Furukawa initiated a proposal to Delphi pertaining to a Furukawa-proposed change in the plating (this is now known to be the change to include the PTFE additive). Furukawa provided some initial data regarding this proposal, and in March, 2003 it was agreed that a change could eventually be made, "provided" the necessary testing and approval process was successfully completed. Schuller Aff. at ¶ 8 and Ex. A; Reply, Ex. 1<sup>2</sup> (emphasis added).

17. The testing mandated in the Halstead e-mail that is cited by Furukawa did not occur, and no final approval was provided by Delphi to Furukawa. Delphi never indicated to Furukawa that such final approval had been obtained. In fact, through two subsequent face-to-face meetings in Saginaw, Michigan between the key Furukawa and Delphi engineering representatives, it was made clear to Furukawa that Delphi had ultimately rejected Furukawa's proposal to change the plating for the Epsilon E-Steer Sensor. The primary objections to the proposal, as stated at the time, were the specific concern for electrical performance due to potential contaminating affects of PTFE, and the fact that it was too late to introduce sufficient system-level and vehicle-level testing for such a significant change. This proposal was rejected during a

September 17, 2003 face-to-face meeting. At that meeting, Furukawa failed to disclose that saleable Sensors already in customer vehicles included the PTFE. Furukawa had repeated opportunities to make this disclosure over a nine-month period subsequent to the initial proposal, including the parties' two face-to-face meetings, but instead chose to continue to build and deliver "saleable" Sensors that included the PTFE. Schuller Aff. at ¶ 8. This demonstrates that when Furukawa introduced the Halstead e-mail to this Court, it did so in a manner that failed to fully disclose all of the relevant facts.

18. The steering columns failed during routine and regular use by vehicle owners and, during the months following the September 17, 2003 meeting, Delphi reported to Furukawa that there were repeated steering column failures related to the Sensor. Delphi and Furukawa jointly performed analysis of a number of sensors, which had been returned from customer vehicles and they were confirmed to exhibit electrical noise resulting from the slip ring interface within the Sensors. Schuller Aff. at ¶ 9.

19. Parallel to an analysis performed by Delphi and Furukawa, Delphi employed the services of Deringer Ney, an outside laboratory, to perform analysis on a failed sensor that was returned by General Motors from a customer vehicle. The initial test report from Deringer Ney, dated January 23, 2004, provided the first evidence to Delphi that the PTFE additive had been included in the Furukawa Sensors which were sold by Delphi to its customer. Schuller Aff. at ¶ 10 and Ex. E.

20. The specific presence of PTFE can only be detected by sophisticated chemical analysis, including electron microscopic analysis. Before providing this evidence to Furukawa, Delphi engineering personnel immediately asked Furukawa by

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<sup>2</sup> Exhibit 1 to the Furukawa Reply is an e-mail from Kirk Halstead to various individuals at Delphi and  
*(footnote continued on the following page)*

phone whether PTFE was included in “saleable” Sensors; Furukawa did not disclose the use of PTFE. Then, on January 24, 2004, Delphi engineering personnel forwarded the Deringer Ney findings to Furukawa. Furukawa stated that key management representatives would immediately fly from Japan to Saginaw, Michigan for a meeting. Schuller Aff. at ¶ 11.

21. On January 28, 2004 Furukawa representatives from Japan traveled to Saginaw, Michigan. At this time, they acknowledged that PTFE had been added to the “saleable” Sensors. During the time Delphi and Furukawa were performing exhaustive testing to determine the cause or causes of the steering column failures, Furukawa failed to disclose that PTFE had been included in all “saleable” Sensors that it shipped to Delphi from and after December 17, 2002. Schuller Aff. at ¶ 12.

22. On April 8, 2004, Furukawa submitted a “5-phase Problem-Solving Report.” This document states Furukawa’s reasons for not disclosing the presence of PTFE in the “saleable” Sensors. The report stated: “Since Furukawa did not have expertise/knowledge of plating, we did not refer to the details including composition. We did not activate the formal change process due to lack of knowledge.” Further, Furukawa’s report stated: “In December, 2002, when the plating characteristic was discussed between Delphi and Furukawa again, we realized the necessity of the authorization. But it was difficult at that time to bring up the history and fact because it was after the implementation.” Schuller Aff. at ¶ 13 and Ex. B.

23. The facts clearly demonstrate that Furukawa is liable for the Sensor failure at issue and any argument it makes to the contrary must be denied.

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Furukawa dated March 28, 2003 (the “Halstead E-Mail”).

## ARGUMENT

### **I. This Is A “Core” Proceeding And Mandatory Abstention Is Unavailable.**

24. Furukawa first contends that its filing of a proof of claim is not relevant to the consideration of whether this is a core proceeding and that “[t]he bankruptcy court has no power (absent consent) to hear and determine purely state law breach of contract claims.” Reply at 8. There are two distinct fatal errors in this contention. First, Furukawa did in fact consent to adjudication of the dispute in this Court when it filed its Proof of Claim. Second, in making this argument, Furukawa cites to authority that is either factually inapposite or has been specifically rejected in the Second Circuit.

25. Furukawa cites Northern Pipeline Const. Co. v. Marathon Pipe Line Co., 458 U.S. 50 (1982), for the proposition that this Court lacks jurisdiction to adjudicate all of the state law causes of action related to the State Court Action. In Marathon, the defendant never filed a proof of claim. Here, Furukawa filed a Proof of Claim and voluntarily submitted itself to this Court’s jurisdiction. Furukawa, not the Debtors, brought the parties’ dispute to this Court by filing its Proof of Claim. Moreover, Furukawa was aware that the Debtors’ obvious defense to its Proof of Claim would be based upon the State Court Action and that the Debtors’ would have to implicate their affirmative claims to defend themselves and their estates in this Court.

26. Furukawa also cites In re Wood, 825 F.2d 90, 97 (5<sup>th</sup> Cir. 1987) for the proposition that a proceeding does not arise under chapter 11 if it does not invoke a substantive right created by Title 11. Furukawa overlooks that this Circuit has expressly rejected the reasoning in Wood: “The Wood test with respect to this not only has never been applied by the Second Circuit; it has been expressly rejected by the

Second Circuit.” In re PSINet, Inc., 271 B.R. 1, 29 (Bankr. S.D.N.Y. 2001) (citing In re Ben Cooper, Inc., 896 F.2d 1394, 1400 (2d Cir. 1990)) (“We hold that the timing of a dispute may render it uniquely a bankruptcy case. To the extent that Wood conflicts with our holding, we decline to follow it”).

27. Significantly, the Wood Court noted that if the plaintiff in that case had filed a proof of claim, the Court would have had jurisdiction.

28. It is notable that Furukawa cites no authority from within the Second Circuit in its argument that this claim dispute is non-core, including the cases that were cited in the Reply. This is because Furukawa must recognize that the holdings in such cases are fatal to its position. See, e.g., Luan Investment S.E. v. Franklin 145 Corp. (In re Petrie Retail, Inc.), 2001 WL 826122, at \*6 (S.D.N.Y. July 19, 2001), aff’d, 304 F.3d 223, 232 (2d Cir. 2002) (“when a creditor files a proof of claim, the bankruptcy court has core jurisdiction to determine that claim, even if it was a prepetition contract arising under state law”) (citing In re S.G. Phillips Constructors, Inc., 45 F.3d 702, 705 (2d Cir. 1995)).

29. Moreover, this Court has previously adjudicated liability claim disputes that were governed by Michigan state law. See, e.g., Order Disallowing Claim of Laborsource 2000 Inc., dated March 8, 2007 [Docket No. 7173].

## **II. Abstention Is Appropriate Only In Certain Narrow and Exceptional Circumstances, Not Present Here**

30. Furukawa argues that this Court’s discretion to abstain is broader than stated in the Objection. Once again, Furukawa cites no authority from this Circuit and ignores controlling authority from this Court.

31. Furukawa argues that where state law predominates, it need not be unsettled for a bankruptcy court to abstain, citing In re Republic Reader's Service, Inc.,

81 B.R. 422, 426-27 (Bankr. S.D. Tex. 1987). However, the reasoning of Republic is predicated upon the holding in Wood, which, as discussed above, has been rejected by the Second Circuit. Therefore, Republic is not appropriate or binding authority.

32. Furukawa does not even attempt to distinguish In re Calpine Corp., 361 B.R. 665 (Bankr. S.D.N.Y. 2007), a case discussed extensively in the Debtors' Objection; rather it tacitly suggests that the reasoning therein is wrong. Reply at 10, n.4. In Calpine, Bankruptcy Judge Lifland reviewed the 12-factor test for abstention and held that "abstention is appropriate only in certain narrowly-tailored, exceptional circumstances" and that "[f]ederal courts have a 'virtually unflagging obligation' to exercise the jurisdiction given them." Accord Luan Investment S.E. v. Franklin 145 Corp. (In re Petrie Retail, Inc.), 2001 WL 826122, at \*8 (S.D.N.Y. July 19, 2001), aff'd, 304 F.3d 223, 232 (2d Cir. 2002).

33. Furukawa's disregard of controlling precedent in this Circuit is significant. The controlling precedent in this Circuit holds that abstention is appropriate only under "exceptional circumstances" which are not present here.

### **III. Abstention Is Not Appropriate Even if Diversity Jurisdiction Is Not Present**

34. In its State Court Complaint<sup>3</sup> Delphi alleged that both of the Furukawa entities were foreign corporations. In its Answer to that Complaint, Furukawa admitted those allegations. Declaration of Sean P. McGrath, dated July 11, 2007, at ¶ 3 and Ex. 1, annexed hereto as Exhibit "2". Furukawa now claims that Furukawa North American APD, Inc. is a citizen of Michigan and that as a result, diversity jurisdiction does not exist.

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<sup>3</sup> Motion, Ex. 2 at ¶¶ 2 and 3.

35. Even if Furukawa is not estopped from making this argument, the absence of an independent basis for federal jurisdiction is merely one of twelve factors to be considered by a Court that is asked to address an abstention request, and an application of that test, as set forth extensively in the Objection, militates strongly against abstention. The 12 factors commonly used to consider abstention are not a strict calculus. Kerusa Co. LLC v. W10Z/515 Real Estate Ltd. P'ship, 2004 WL 1048239, at \*3 (S.D.N.Y. May 7, 2004) (“Of course, the list of factors is non-exclusive and was developed simply as a guide to the required inquiry; the wise exercise of discretion is rarely a matter of score-keeping or bean-counting. Ultimately, the pursuit of ‘equit[y],’ ‘justice’ and ‘comity’ involves a thoughtful, complex assessment of what makes good sense in the totality of the circumstances.”)

36. As set forth extensively in the Objection and herein, concerns of equity, justice and comity weigh against abstention.

**IV. The Presence of State Law Claims Does Not Weigh Heavily in Favor Of Abstention When the Law Is Neither Complex Nor Unsettled**

37. Furukawa does not assert that the legal issues here are either complex or unsettled. Thus, that prong of the test set forth in Calpine militates against abstention.

38. Instead Furukawa argues – again without citation to any authority within the Second Circuit – that a predominance of state law issues weighs in favor of abstention.

39. The Second Circuit has noted that the most important factor to be considered regarding permissive abstention is the existence of a novel or unsettled area of state law. This element is one of the major underpinnings of any abstention analysis. In re Pan American Corp., 950 F.2d 839, 846 (2d Cir. 1991) (“Given the genesis of

section 1334(c)(1), it is not surprising that the primary determinant for the exercise of discretionary abstention is whether there exist unsettled issues of state law.”) (quoting General Am. Comm. Corp v. Landsell, 130 B.R. 136, 146 (S.D.N.Y. 1991)).

40. While the parties’ dispute may implicate some state law issues, this claim dispute can be resolved by this Court’s application of settled Michigan law. See Luan Investment S.E., 2001 WL 826122, at \*8 (“Principles of comity were satisfied because the bankruptcy court applied the law of the Commonwealth of Puerto Rico in interpreting the Lease.”).

41. Consequently, Furukawa’s argument that a predominance of state law issues requires abstention is unsupported and must be rejected.

**V. Delphi’s Demand for a Jury Trial Does Not Require Abstention**

42. Furukawa next contends – again without reference to any Second Circuit Authority – that the demand for a jury trial in the State Court Action “virtually requires” abstention. This argument ignores Supreme Court authority.

43. In Langenkamp v. Culp, 498 U.S. 42 (1990), another case discussed in the Objection but ignored by Furukawa, the Supreme Court dispositively addressed this issue. A creditor who had filed a proof claim argued that it did not subject itself to the Bankruptcy Court’s equitable jurisdiction and the creditor maintained its right for jury trial regarding the debtor’s fraudulent conveyance claim. The Supreme Court held that while creditors who did not file a proof of claim could challenge the bankruptcy court’s equitable jurisdiction, creditors who had filed proofs of claim brought themselves within the bankruptcy court’s equitable jurisdiction and as such, these creditors did not have a right to a jury trial.



44. Furukawa, having waived the right to a jury trial when its filed its Proof of Claim, cannot step into the Debtor's state court jury demand after the Debtors waived that right by seeking an adjudication of the claim dispute by this Court.

45. The only case cited by Furukawa, Bricker v. Martin, 348 B.R. 28, 37 (W.D. Pa.) is fundamentally distinguishable because the claimants there opposed permissible abstention and Langenkamp was therefore inapplicable.

46. Furukawa has never requested a jury trial and it waived its right to a jury by filing its Proof of Claim. Based upon the foregoing, the facts militate against abstention.

**V. This Court Can Effectively Resolve This Dispute**

47. Furukawa's final arguments are that Michigan is a more convenient forum and that this Court's December 6, 2006 Claims Procedures Order (the "Procedures Order") is insufficient to address this claim objection.

48. As a legal matter, these arguments cannot serve as support for permissive abstention. International Fidelity Ins. v. Robb (In Re Robb), 139 B.R. 791, 796 (Bankr. S.D.N.Y. 1992) (holding that abstention is inappropriate in core proceedings and that a party seeking abstention in a core proceeding must show exceptional circumstances warranting such relief.).

49. Furukawa's argument is also factually baseless. In the briefing of this Motion, the parties have already identified most of the witnesses and evidence that would be required to resolve this dispute. Sending the matter to the Michigan state court now could result in a delay of months or years to the detriment of the Debtors and would result in piecemeal resolution of this claims objection. Clearly, this weighs against abstention.

50. Furukawa's argument that the parties' ability to resolve the matter would be hindered by the Procedures Order is also unavailing. Should either of the parties determine that a departure from the Procedures Order is necessary, it may seek appropriate relief by agreement or by a motion to this Court. Procedures Order, § 9(k). This argument cannot support abstention.

**[concluded on the following page]**

**CONCLUSION**

51. Based on the foregoing, Furukawa has failed to establish any basis for abstention or relief from the automatic stay, and its Motion should be denied in its entirety.

**NOTICE**

52. Notice of this Surreply has been provided in accordance with the Order under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (i) Omnibus Hearing Dates, (ii) Certain Notice, Case Management, and Administrative Procedures, and (iii) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e), which was entered by this Court on December 7, 2006 (Docket No. 6089). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

**WHEREFORE**, the Debtors respectfully request that the Court enter an Order denying the Motion, together with such other and further relief as may be just and proper.

Dated: New York, New York  
July 11, 2007

DELPHI CORPORATION, *et al.*  
By their attorneys,  
TOGUT, SEGAL & SEGAL LLP  
By:

/s/Neil Berger  
ALBERT TOGUT (AT-9759)  
NEIL BERGER (NB-3599)  
Members of the Firm  
One Penn Plaza  
New York, New York 10119  
(212) 594-5000

AFFIDAVIT

State of Michigan

County of Saginaw

Douglas M. Schuller having been sworn states that if called as a witness he can competently testify to facts stated in the affidavit based upon his own knowledge or, where stated upon information and belief, and that he believes the facts stated to be true.

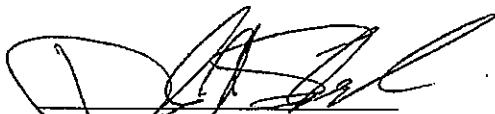
1. I am employed by Delphi Steering Systems, Saginaw Michigan as Supervisor-Advanced Supplier Quality. Formerly I was Sensor Group Supervisor/Engineering for Delphi Steering Systems.
2. Delphi Steering Systems manufactures and sells steering columns to automotive customers. Included in certain Delphi manufactured steering columns is a part designated as the E-Steer Sensor (Sensor).
3. Delphi outsourced the manufacture of the sensor for the Epsilon vehicle program to Furukawa. Delphi specified the sensor performance requirements to Furukawa. Thereafter, Furukawa designed and built sensors that were provided to Delphi with the understanding that the sensors would meet Delphi's performance requirements.
4. Delphi engineers performed product validation tests of the sensors provided to Delphi by Furukawa for test purposes. The slip rings of provided sensors had solid gold plating. The product validation testing and other technical evaluations done as part of the production part approval process (PPAP), led to the purchase of sensors from Furukawa for installation in saleable steering columns.
5. Subsequent to the product validation testing and performance approval, Furukawa changed from a pure gold slip ring plating to a gold plating design which included a PTFE (polytetrafluoroethylene, commonly referred to as Teflon) additive. The material change was made without the knowledge and engineering consent of Delphi.
6. Furukawa knew that it was obligated to submit a Supplier Change Review Request (SCRR) to Delphi before it altered the slip ring plating. This is evidenced by the fact that it had submitted such requests for other unrelated changes to this Sensor during its established business relationship with Delphi. Please see the attached Exhibit A-1.
7. Furukawa provided Sensors to Delphi which were intended for installation into steering columns for sale to its customer. It was unknown to Delphi that these Sensors included the PTFE additive.
8. On December 12, 2002, Furukawa initiated a proposal to Delphi pertaining to a Furukawa-proposed change in the plating (this is now known to be the change to include

the PTFE additive). See Exhibit A. Furukawa provided some initial data regarding this proposal, and in March, 2003 it was agreed that a change could eventually be made "PROVIDED" the necessary testing and approval process was successfully completed. (Furukawa Exhibit 1). The testing mandated in the Halstead letter (Furukawa Exhibit 1) did not occur, and no final approval was provided by Delphi to Furukawa. This testing and approval did not happen, and Delphi did not ever indicate to Furukawa that such final approval had been obtained. In fact, through two subsequent face-to-face meetings in Saginaw, Michigan between the key Furukawa and Delphi engineering representatives, it was made clear to Furukawa that Delphi had ultimately REJECTED the proposal to change the plating for the Epsilon E-Steer sensor. The primary objections to the proposal, as stated at the time, were the specific concern for electrical performance due to potential contaminating affects of PTFE, and also the fact that it was too late to introduce sufficient system-level and vehicle-level testing for such a significant change. This proposal was rejected during a September 17, 2003 face-to-face meeting. At this time, Furukawa did not disclose that saleable sensors already in customer vehicles included the PTFE. Furukawa had repeated opportunities to make this disclosure over a nine month period subsequent to their initial proposal, including the two face-to-face meetings, but instead chose to continue to build and deliver "saleable" sensors which included the PTFE.

9. The steering columns failed during routine and regular use by vehicle owners. During the months following the September 17, 2003 meeting, Delphi reported to Furukawa that there were repeated steering column failures related to the sensor. Delphi and Furukawa jointly performed analysis of a number of sensors which had been returned from customer vehicles and were confirmed to exhibit electrical noise resulting from the slip ring interface within the sensors.
10. In parallel to analysis performed by Delphi and Furukawa, Delphi employed the services of an outside laboratory, Deringer Ney, to perform analysis on a failed sensor returned by General Motors from a customer vehicle. The initial test report from Deringer Ney, dated January 23, 2004, provided the first evidence to Delphi that the PTFE additive had been included in sensors sold by Delphi to its customer. Delphi Response Exhibit E.
11. The specific presence of PTFE can only be detected by sophisticated chemical analysis, including electron microscopic analysis. Before providing this evidence to Furukawa, Delphi engineering personnel immediately asked Furukawa by phone whether PTFE was included in "saleable" sensors; Furukawa did not disclose the use of PTFE. Then, on January 24, 2004, Delphi engineering personnel forwarded the Deringer Ney findings to Furukawa. Furukawa stated that key management representatives would immediately fly from Japan to Saginaw, Michigan for a meeting.
12. On January 28, 2004 Furukawa representatives from Japan traveled to Saginaw, Michigan. At this time, they acknowledged, with deep apologetic gesture, that PTFE had been added to the "saleable" sensors. During the time Delphi and Furukawa were doing exhaustive testing to determine the cause or causes of the steering column failures,

Furukawa had not disclosed that PTFE had been included in all "saleable" sensors shipped to Delphi from and after December 17, 2002.

13. On April 8, 2004, Furukawa submitted a "5-phase Problem-Solving Report." (Delphi Response Exhibit B). This document states Furukawa's reasons for not disclosing the presence of PTFE in the "saleable" sensors. The report stated: "Since Furukawa did not have expertise/knowledge of plating, we did not refer to the details including composition. We did not activate the formal change process due to lack of knowledge." Further, Furukawa's report stated, "In December, 2002, when the plating characteristic was discussed between Delphi and Furukawa again, we realized the necessity of the authorization. But it was difficult at that time to bring up the history and fact because it was after the implementation."
14. In my engineering judgment, the sensors failed primarily because the PTFE caused an insufficient gold plating process. Subsequent chemical analysis showed that the gold layer was not consistently applied, and in fact an extremely high amount of tiny voids existed where gold should have been adhered to the substrate. In these voids, chemical analysis showed the presence, among other elements, of Nickel and Fluorine (Fluorine being a major element of the compound PTFE). The PTFE, which upon further disclosure by Furukawa had actually been mixed with the Nickel in a previous manufacturing operation, had prevented the appropriate adhesion of the gold. In fact, the electron microscope images provided by Deringer Ney confirmed that gold adhesion was not consistent. In addition, particles which had apparently worn from the slip rings and included many elements, including Fluorine, could be found in excess quantity on the tips of the brushes. The brushes are intended to make direct contact with the gold to transmit electrical signals. Some or all of the 18 wires that form the two brushes for each slip ring circuit did not make the intended electrical contact with the slip ring. PTFE particulate can act as an insulator between one or more wires, or the required electrical current may not pass if the gold plating is absent. The underlying nickel is not a suitable or approved electrical conductor. These factors provided an insufficient electrical interface of the slip rings within the mechanical operating environment of the sensor.

  
Douglas M. Schuller

Subscribed and sworn to before me

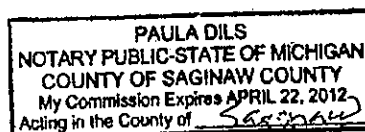
On 6/29, 2007

Paula Dils

Notary Public

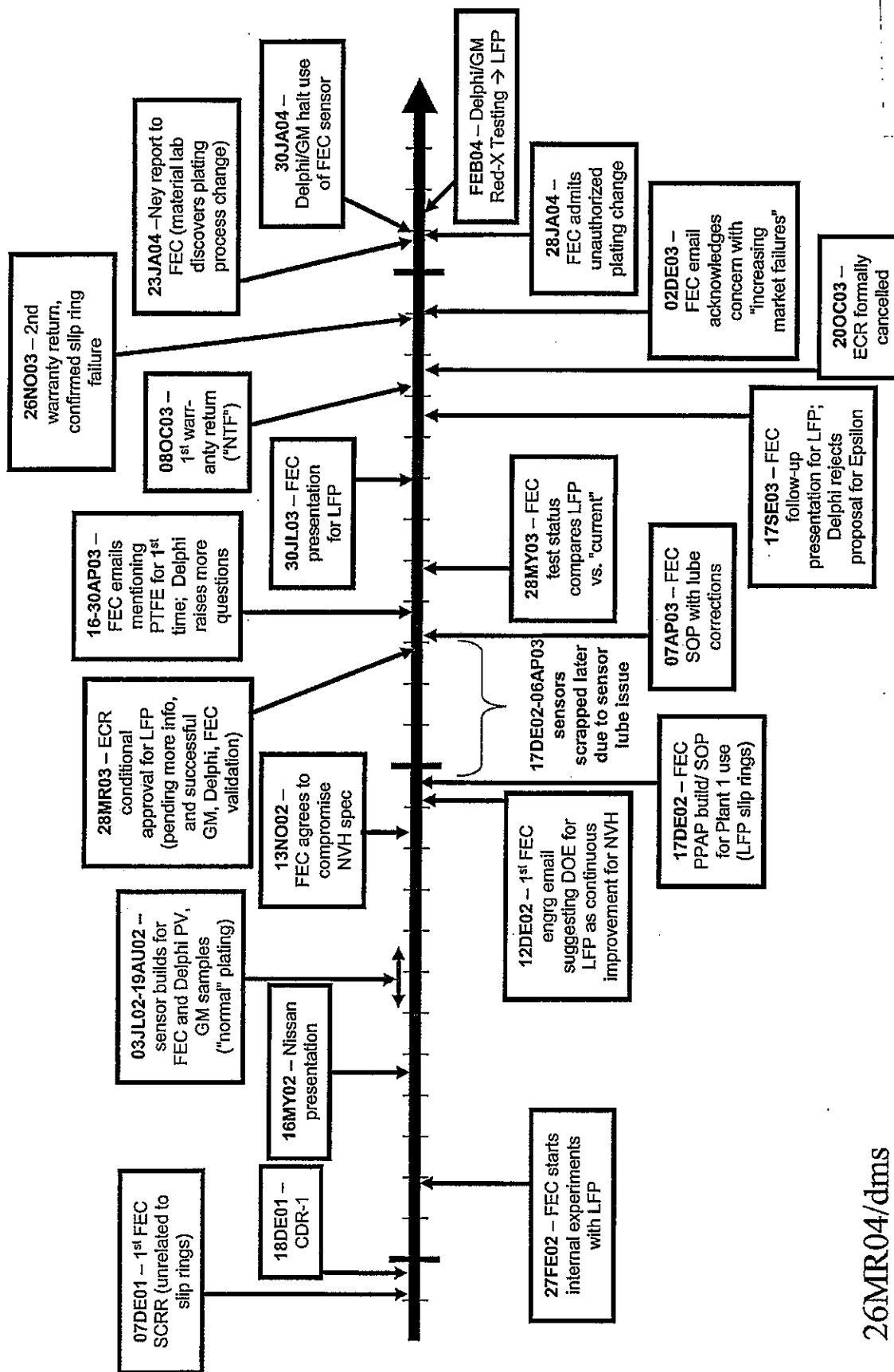
Saginaw County Michigan

My Commission expires April 22, 2012





# Epsilon E-Steer Sensor History of Furukawa Slip Ring Plating Change

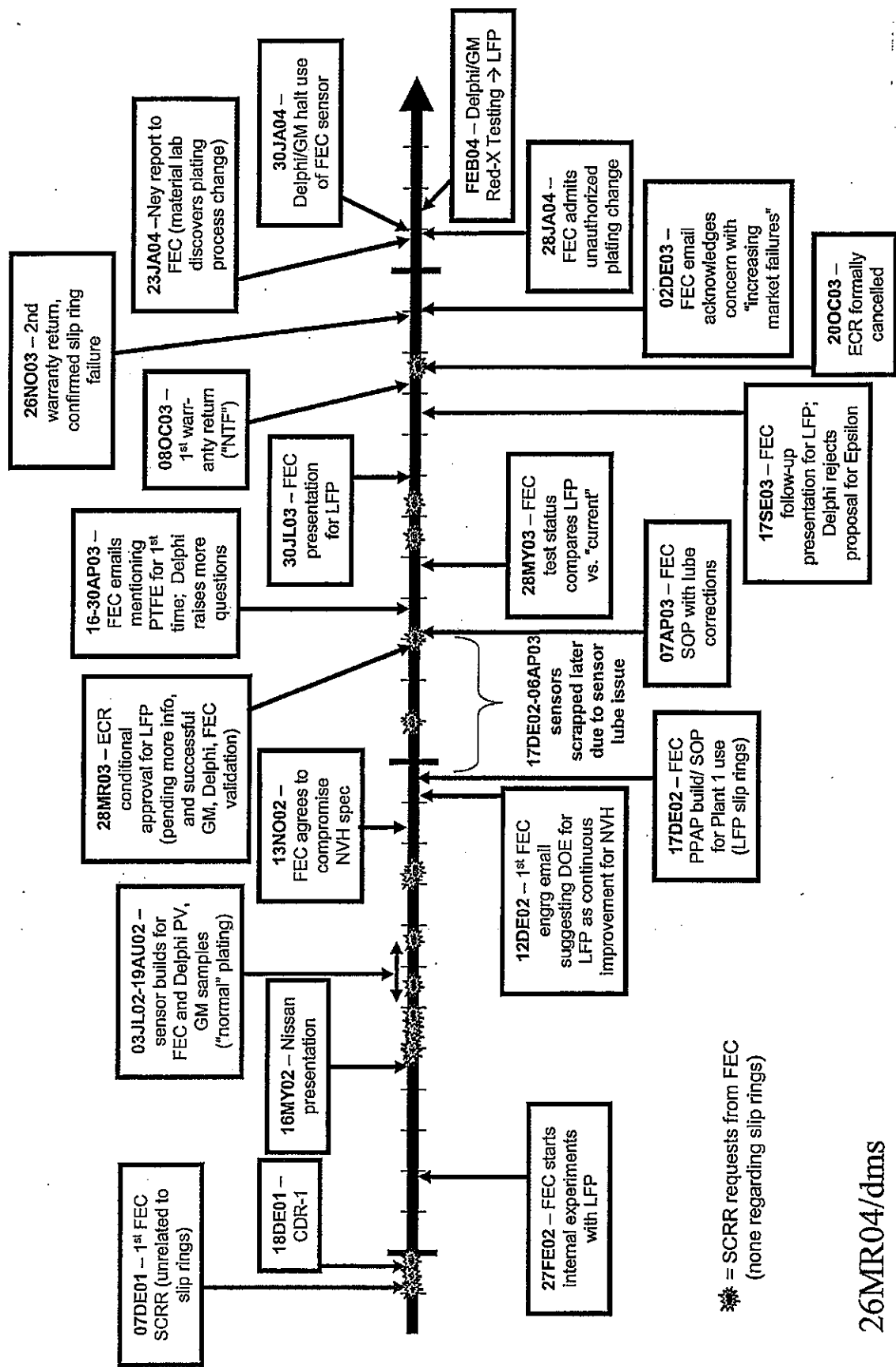


26MR04/dms

EXHIBIT A

# Epsilon E-Steer Sensor

## History of Furukawa Slip Ring Plating Change

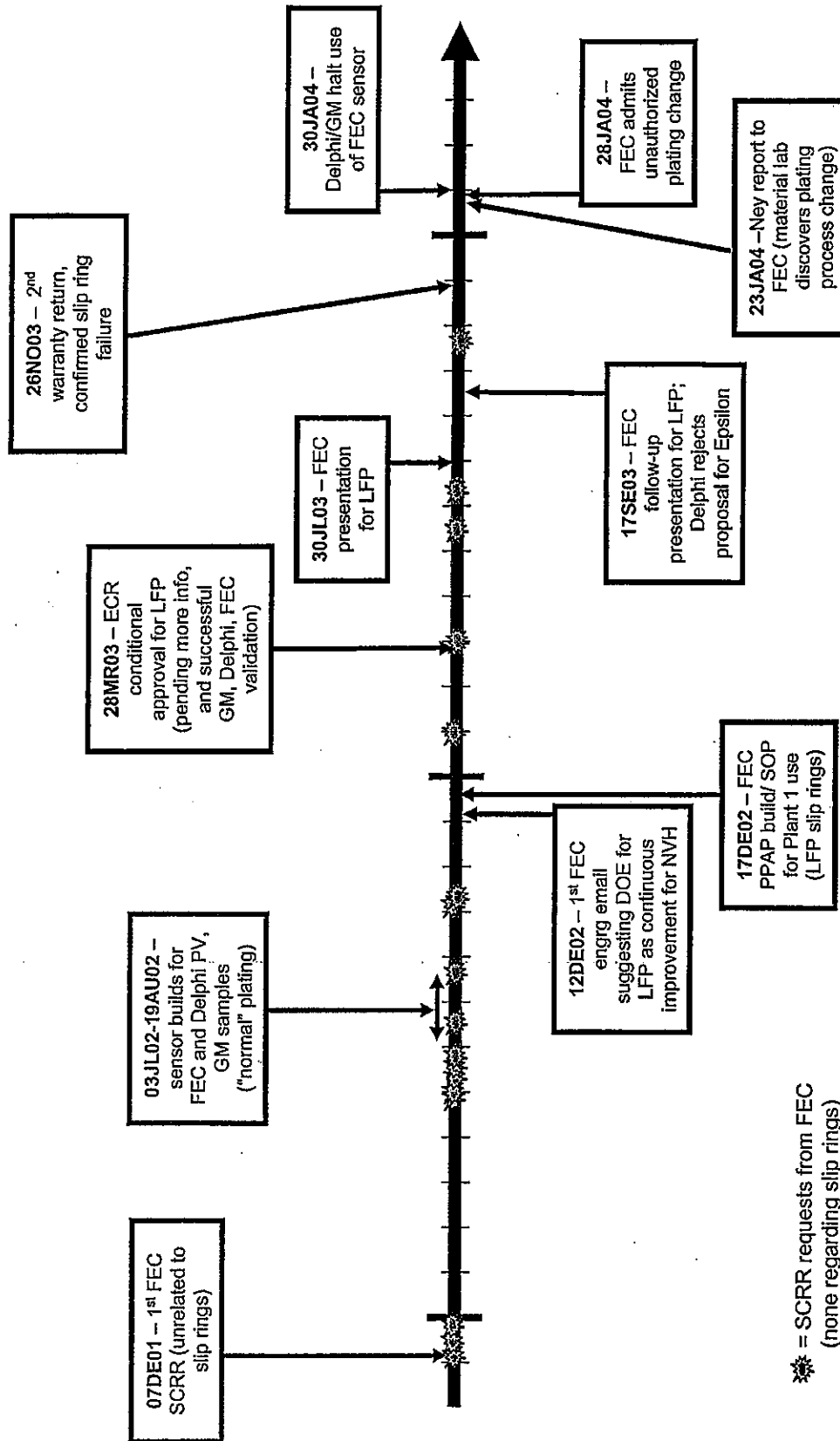


26MR04/dms



# Epsilon E-Steer Sensor

## History of Furukawa Slip Ring Plating Change



26MR04/dms

- Acronyms:

- Epsilon = GM code name for a certain new vehicle program
- E-Steer = Delphi trademark name for Electric Power Steering system
- SCR = Supplier Change Request/Review
- FEC = Furukawa Electric Company
- CDR-1 = Critical Design Review – 1<sup>st</sup> update (2<sup>nd</sup> meeting)
- PV = Product Validation (testing)
- LFP = Low Friction Plating (i.e. Furukawa term for parts which include PTFE in the plating process)
- PTFE = polytetrafluoroethylene (i.e. same as trademarked product Teflon)
- “normal plating” = Furukawa term for plating process with pure gold (i.e. not including PTFE)
- GM = General Motors
- DOE = Design of Experiments (i.e. a study to investigate the impacts of varying certain design variables in order to develop or optimize a product or process)
- PPAP = Production Part Approval Process
- SOP = Start of Production (i.e. automotive industry term for the advent of regular production of saleable vehicles, and therefore also components for saleable vehicles)
- NTF = no trouble found
- Red-X = is a trademarked problem solving methodology from an outside company

**5-PHASE  
PROBLEM SOLVING REPORT**

INITIATOR: Y. Yamamoto(FEC) / S. Takai(FENAAPD)	DEPARTMENT(S): Production Engineering R&D	CHAMPION: H. Suzuki
INITIATING REPORT: GM Verbal	P/N OR PROCESS: 26085185	ISSUE DATE: 8-Apr-04
INITIATING REPORT #: 040704-002	CAR BODY: GMX380	REQUIRED ANSWER DATE: None
VEHICLE NUMBER:	DEFECT CODE: Unauthorized material	QUALITY CONTACT: Mr. Doug Schuller
ATTACHMENTS TO FILE:	DEFECT NAME: usage	(Delphi Saginaw)
ASSEMBLY PLANT: Delphi Saginaw PH 1	SWITCH BUILD DATE:	

**I. PROBLEM DESCRIPTION (S) OR QUANTIFICATION:**

Implementation of Internal Improvement (Low Friction type Gold Plating) without Customer's authorization.  
The purpose of the change:  
1. Reduce Audible Noise: DV sensor have had large deviations in audible noise performance.  
2. Also we expected to improve the low temp. performance.

This change has been taken place in prototype build in February, 2002 (from Serial No. 2058).  
Since then, all parts (except PV3 product validation) had Low Friction type Plating, including PPAP and Production parts.

**II. IMMEDIATE ACTION (S)**  
N/A

PERSON RESPONSIBLE: N/A PHONE NUMBER: N/A DATE IDENTIFIED: N/A

**III. ROOT CAUSE DETERMINATION(S) :**

As of December, 2001, our sensor performance, mainly audible noise level, were not good enough to meet the specification because of conventional gold plating low Process capability.  
It was very critical situation. Furukawa needed to seek a resolution to keep the business.  
There were a few discussion of the improvement ideas (Brush change, Overcoat, and Plating type change) with the customer. However no SCRR was initiated for the plating type change, because:  
a) We considered that it was Furukawa's internal improvement because of plating "type" change. We thought it was our responsibility to improve and to absorb any cost delta to meet the customer's requirement, though this Low Friction type was way more expensive than normal plating.  
b) The plating process was at Furukawa's Tier 3 supplier. Since Furukawa did not have expertise/ knowledge of plating, we did not refer to the details including composition. We did not activate the formal change process due to lack of knowledge.

Based on this background, the change have been implemented to provide more reliable parts to Delphi without SCRR in February, 2002.

(Ref) Advantage of "Low Friction type Plating"  
Frictional coefficient between contact brush and normal gold plating on slip-ring had large deviations, resulting large deviations of audible noise.  
FEC test result including durability did show the big advantage of "Low Friction type Plating" in this concern.  
We believed it would also improve Low Temperature performance.

In December, 2002 when the plating characteristic was discussed between Delphi and Furukawa again, we realized the necessity of the authorization. But it was difficult at that time to bring up the history and fact because it was after the implementation. On the other hand, we had no concern because all test data indicated good (improved) result. The only concern we anticipated was the cost issue remained internally.

minor See above PHONE NUMBER: DATE IDENTIFIED: December, 2001

**IV. CORRECTIVE ACTION PLAN. (CAP):**

Product:  
1. The Low Friction type Plating will be no longer used without the customers authorization.  
We will change back to normal plating with Plastic casing design improvement. (more robust structure with ribs).

System:  
1-1. Review and follow the customer procedure (SCRR, PPAP, and so on)  
1-2. Also assign Management to take a full responsibility of Engineering change including Customer notification.  
2. Update our Procedure of Engineering change at Supplier to cover Tier 3 or below depending on product impact led by FMEA.

PERSON RESPONSIBLE: See above PHONE NUMBER: DATE IDENTIFIED: April, 2004

**V. VERIFICATION/VALIDATION OF CAP(S):**

Product:  
1. Special evaluation test for both type of Plating  
2. Full PV testing

System:  
1. Provide list of every design change item to review at each DR with customer to check we are in right process.  
2. Conduct audit at Tier 3 or below supplier depending on product impact led by FMEA.

PERSON RESPONSIBLE: See above PHONE NUMBER: DATE IDENTIFIED: April, 2004

**SUPERINTENDENT'S APPROVAL**

Hiro Suzuki (FEC) / Tommy Yamai(FENAAPD) April 8, 2004

PRINT NAME	DATE	SIGNATURE	OTHER POTENTIAL PROCESSES
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EXHIBIT B

**Zuraski, Jeff**

**From:** Halstead, Kirk  
**Sent:** Thursday, July 17, 2003 10:44 AM  
**To:** Masahiro Hasegawa (E-mail); Shintaro Takei (E-mail); Torotani (E-mail); Toshiro Yamamoto (E-mail); Yamawaki (E-mail)  
**Cc:** Alex Iwanaga (E-mail); Hironori Suzuki (E-mail); Noguchi (E-mail); Arita Taro (E-mail); Sean Xuedong (E-mail); Schuller, Doug ; Ross, Kevin ; Zuraski, Jeff  
**Subject:** Low Friction Plating Meeting: July 30th

Gentlemen -

I have officially scheduled the meeting for FEC to present "Low Friction Plating" on July 30th from 9:00am to 11:00am in Purchasing conference room 2042C. While I have only invited FEC people, please feel free to bring along "an expert" from your supplier that we can all ask questions to (we strongly suggest this).

As you know from our many discussions, any type of silica and electronics makes Delphi very nervous. Therefore, it will up to FEC/Tocos and your supplier to convince Delphi with high confidence that Low Friction Plating will be ok.

As I mentioned in the PDT the other day, I spoke with Mr. Kevin Ross about what type of information he would like to see. Many of his requests are things we have already talked about. Please be very well prepared for this meeting. We will be looking for the following:

- 1) Information on the patent: Who is the supplier? When was the patent approved? When was the first application of the patent put into production?
- 2) Low Friction Plating Usage: What type of parts are low friction plating on (any automotive)? How long have they been in production? What type of environment are the parts used in? What type of warranty is associated with the low friction plating? What is the process of applying the low friction plating (a very detailed picture with dimensions)?
- 3) Validation - Supplier: How did the supplier validate the low friction plating (copy of test plan)? What type of environment was used to validate it (humidity, temperature, vibration, contaminants, voltage, current, etc.)? Have they done a DFMEA, PFMEA, control plan, etc.?
- 4) Validation - Furukawa: Show a copy of your test plan and results, representative data of pre and post signals from actual test parts (actual captured data), your DFMEA, PFMEA, control plan, etc., any development testing you have done in the past (arc test), etc. Be prepared to explain why silica will not transfer to other areas (CP) of the sensor with contact wear.
- 5) Discuss any concerns, unknowns, questions, etc. that FEC and your supplier may still have related to low friction plating.

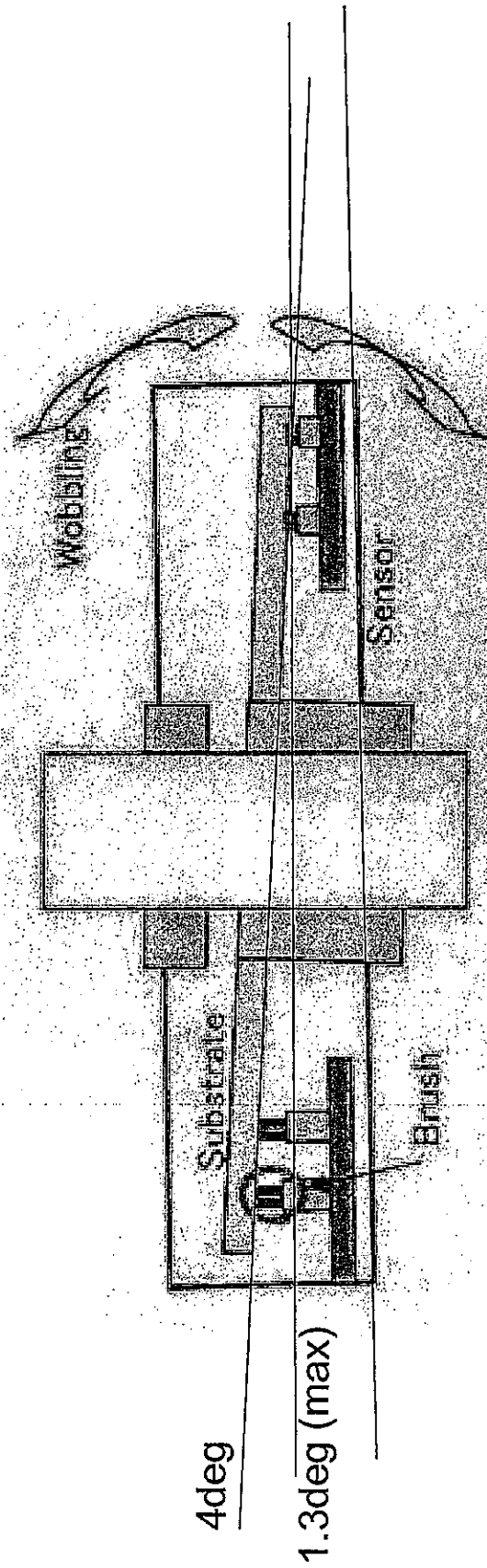
These are the main points we want to be covered. I'm sure as we proceed through the discussion, many other questions will also arise.

Also, would FEC/Tocos and your supplier be open to have Delphi bring in an outside consulting expert to the meeting? Please let us know.

Kirk Halstead  
Delphi - Saginaw Steering Systems  
3900 East Holland Road  
APC-1  
Saginaw, MI 48601-9494  
P: (989)-757-1233  
F: (989)-757-3039  
E-mail: kirk.halstead@delphi.com

EXHIBIT C

EXHIBIT D



**DELPHI**

# Epsilon E-Steer

## Sensor Design Overview

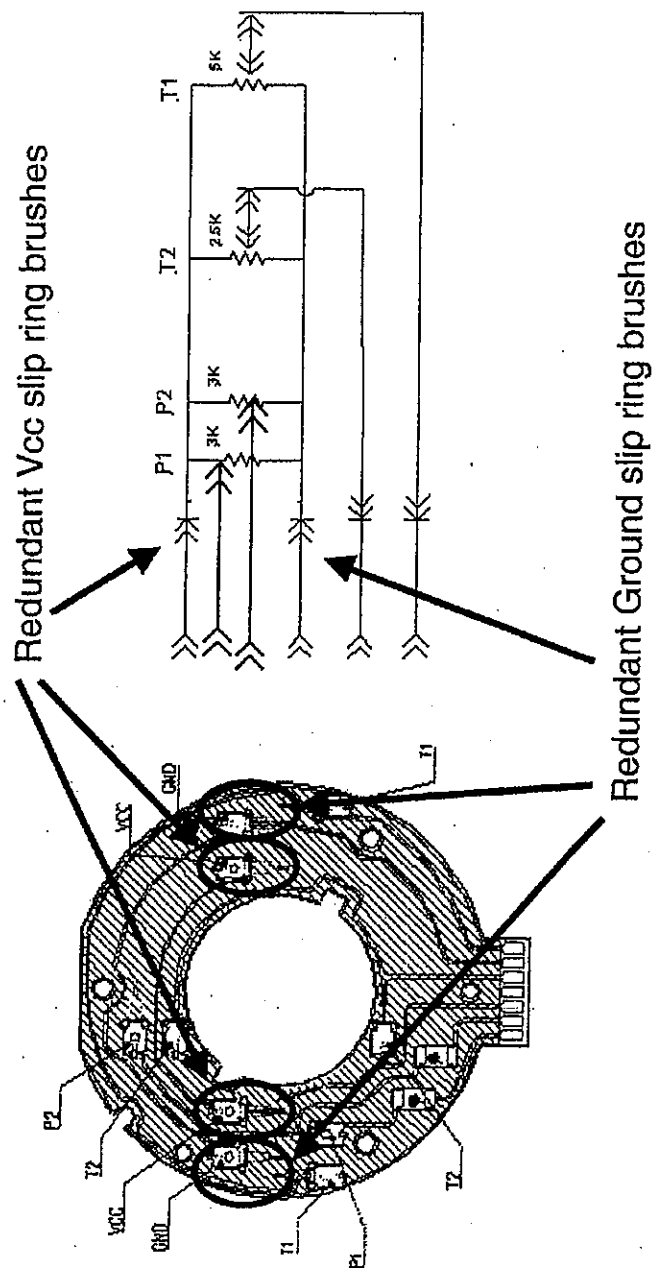


EXHIBIT E

Saginaw Steering Systems

9-Feb-04

Delphi Confidential

- Action Title: Slip Ring Plating Analysis Report
- Start Date: 14JA04
- End Date: 11FE04
- Brief Summary:
  - Material analysis of slip rings and contact brushes on samples from warranty, virgin production, and column validation (PV3) wear life testing.
- Objective:
  - Investigate root cause for warranty return sample found to have slip ring failure on bench testing.
    - Note: Failure was initially thought to be located in a specific area, but intermittency of this finding did not eliminate other slip ring failure modes. Initial objective was to determine presence of contaminants such as films, lubricants, particles.
  - After initial results (per findings below), additional samples were provided to lab to investigate any differences in plating materials between warranty sample and the virgin & validation samples.
- Engineering Groups:
  - Deringer-Ney (outside lab, experts/manufacturers of contact materials, including contact brushes used in this design)
- Findings:
  - Warranty and virgin production samples showed significant areas nickel exposure (about 15-30% of surface) and porous, irregular gold plating, due to insufficient gold deposition. PV3 sample had consistent gold plating layer, even after full life wear testing.
  - “High flourine content” was found on the nickel-exposed areas and various sections of the gold-rich regions on the warranty and virgin production samples.
  - Warranty contact brushes exhibited large amounts of “large flakes and compacted debris,” consisting variously of gold, flourine, carbon, oxygen (F, C, O are primary constituents of PTFE) and contact brush metals. In contrast, PV3 sample included none of the large flakes, but a “thin layer of adhesively tranferred gold, with areas containing a small level of carbon.”
  - Faced with this information, sensor supplier admitted to plating change after validation, which included introduction of PTFE in the Nickel layer (of which a primary constituent is flourine). The addition of PTFE was determined to “increase both the initial porosity and produce an increased tendency of flaking during operation.”

EXHIBIT F

Cover Page 1 of 2

- Action Title: Slip Ring Plating Analysis Report (continued)
  
- Findings (continued):
  - Examination of the suggested slip ring fail location “failed to produce any evidence of a surface contamination unique to this area.”
  - No specific contaminant or feature was currently located on the slip ring (after sensor transport and disassembly) which could be directly associated to the fail spot suggested by Delphi engineer. Since typical warranty sensors exhibit slip ring noise intermittently (if noise detected at all), the lack of a specific contaminant in a certain location after disassembly is not unexpected.
  - Further references were provided which demonstrate links between erratic contact resistance performance to defects in gold plating, especially in regard to porosity and nickel exposure (such as “pore corrosion and creep corrosion”).
  
- Conclusions:
  - An unauthorized change to the material/process of slip ring plating (introduction of PTFE) was introduced by the sensor supplier after validation, preventing Delphi and GM from evaluating and validating the appropriateness of such a process change for production usage for this application.
  - The introduction of PTFE into the plating process was determined to create a porous gold-plate layer, leading to poor adhesion, heavy flaking of the gold plate layer, presence of non-conductive material (PTFE) at the contact interface, and concerns about contact resistance performance.
  - The concerns raised in this report merited further investigation of the change to the slip ring plating process as a potential root cause for sensor slip ring field failures.

Cover Page 2 of 2





## **Technical Service Report**

### **Subject:**

# **Examination of a Field Returned Steering Sensor**

### **Prepared for:**

**Bryan Dennis**

**Delphi  
Saginaw Steering Systems  
Saginaw, MI**

### **Prepared By:**

**Dr. E. F. Smith, III  
Vice President, Research & Development  
Deringer Ney**

**February 11, 2004**

measurements. Based on the electrical data taken by Delphi Saginaw, it was noted that there were no issues with the torque sensor and therefore, it was not examined as part of this report.

Returning to figure 1, it can be seen there are 10 sets of contacts. These are configured into 5 redundant pairs. Each contact is fabricated from 9 wires that are welded to a BeCu spring member. Details of the contact construction and design will be discussed later in this report. Each of these pairs rides against one of the five concentric rings shown in figure 1b. Starting from the outside, the rings are configured as follows: 1) Resistive Ink over Au plate, 2) Au plate, 3) Resistive Ink, 4) Au plate, and 5) Resistive Ink over Au plate. The electrical data supplied by Delphi Saginaw indicated that the noise was found on all the redundant circuits at the same time. This suggested the cause of the noise was likely on one of the common legs and not the individual resistive segments.. Therefore, we were asked to focus on the exposed Au plated rings (rings 2 and 4).

Figure 2 shows low magnification photomicrographs of the Au (track 2) ring from each of the sensors. Both the unused (virgin) sample and the field return from current production show a mottled surface appearance. The wear tracks from the brush contacts are seen on also evident on the PV and field return sample. Figure 3 shows a region from the PV sample where a dark streak was seen on the edge of the wear area. This area was marked for additional SEM analysis. Figure 4 shows three other similar views from the two Au rings on the field return sample. Combined with the region shown in figure 2a, these are the four points on the rings where the contacts were located when the noise event was detected ( as marked by Delphi Saginaw). Some of these areas show a slight difference in surface reflection, and all four spots were marked for additional SEM examination.

Figure 5 shows two SEM photomicrographs and the associated surface x-ray spectra from the PV sample. Figure 5a and 5b are from an area similar to that seen in figure 2c, and show a uniform level of Au with some shallow wear tracks from the brush contacts. Small Ni peaks are seen in the x-ray spectrum. Since the plate was reported to be Au over Ni over Cu. The small Ni peaks suggest the 15Kv accelerating potential used for this analysis has penetrated through the Au layer and excited a small amount of x-rays from the subsurface Ni barrier level. The second SEM photomicrograph (5c) and associated x-ray spectrum (5d) are taken from a region similar to figure 3. In addition to the Au and Ni seen in figure 5b, there is also evidence of C, O and a small amount of F. The most likely source for this a residue from a fluorocarbon based lubricant.

Figure 6 contains low magnification SEM photomicrographs from the surface of the Au rings representative of the "noisy area" identifies by Delphi on the field returned unit. As with the low magnification views, the mottled surface appearance is again evident, and there is no evidence of a accumulated debris or tarnish buildup. There was also no feature found that correlated to the variation in surface reflectivity seen in figure 3. As shown in figure 7, similar features were found on the "virgin" sample from current production. Figure 8 contains x-ray spectrum from typical light and dark areas of these surfaces. The lighter areas tend to be Au rich and the dark areas tend to have virtually no Au coverage but show high levels of Ni and P. This is typical of electroless nickel deposits.

A more detailed look at one of the dark areas from the virgin sensor is shown in figure 9. Figure 9a contains a high magnification SEM photomicrograph of one area with a distinctly circular feature in the center of the dark region. This suggests the formation of a surface bubble that

blocked electrolyte contact with the surface and prevented additional deposition. It is possible this occurred between the Ni strike and bulk Ni deposition steps. Second, the Au layer at the sides of the dark (Ni) area shows features suggesting reduced adhesion (small flakes and dendritic appearance along the edge). Additionally, the larger flake in the center of circle appears to have been dislodged from the area highlighted by the arrow. The surface of the flake is not severely distorted, again suggesting it was dislodged without the use of excess external force (i.e.- low adhesive strength). Figure 9b shows the elemental chemistry found near the center of the circular region. The Ni and P peaks are typical of an electroless Ni plate. However, there is a slight distortion along the left hand side of the lower energy Ni peak. This is the region for F, but the peak is not distinct enough to allow a positive identification.

A more detailed analysis of other exposed Ni regions found that many of these did a high F content, and that F rich regions could also be found in various sections of the Au rich regions as well. Representative x-ray spectrum for the showing the F peaks are shown in figure 10. Based on these results, the supplier indicated that a change had been made in the plating process from the original PV sample. The PV sample used a pure Au layer; while current production is using a "low friction" Au plating that incorporated PTFE (polytetrafluoroethylene or Teflon) into the plate. It is likely that many of the submicron grey features on the right side of figure 9a are some of the PTFE nodules. The "low friction" process was adapted to overcome some objectionable acoustic noise found under low temperature sliding conditions.

In addition to the surface examinations, cross sectional views were prepared from the field returned and retained PV sample. In order to prevent edge rounding during polishing, the sections were first coated with electroless Ni overcoat. As seen in figure 11a, the original PV sample had a uniform Au level with no evidence of surface breaks. In contrast, the cross section of the field return sample (11b) shows a somewhat irregular Au thickness levels with areas of no Au coverage. This exposed Ni area is consistent with the previous surface SEM photomicrographs.

As noted earlier, the sliding contacts that mated against the PC board utilized a wire microbrush construction. As shown in figure 12, nine 0.87 mm diameter Paliney® 7 wires were welded on to a 0.06 mm thick BeCu cantilever spring. The use of a design with redundant, parallel points of contact is often used to provide low noise signals in applications that might be subject to high levels of tarnish films or resistive debris in the wear track. Although a more detailed discussion of the attributes of this design will be discussed later, the major benefit of a parallel contact construction is that it offers multiple conduction paths. Therefore, in order for a surface contaminant to cause a significant noise event must disrupt all nine paths simultaneously.

With this in mind, the sliding contacts of the field return sensor were examined in the SEM. Figure 13 shows the debris build up around two set of contacts. The point of physical and electrical contact to the ring appears to be a somewhat "cleaner line" running down the center of the debris pattern. The debris appears to be a combination of large flakes and compacted debris. Additionally, a large number of smaller flakes can be seen attached to the wires outside the contact region. These flakes were found to be similar to the flakes found on the PC board. Figure 14 shows various x-ray spectra from this debris. The debris is found to vary from: 1) nearly pure Au (14a) to 2) a mixture of Au plus F (14b note the absence of the C peak expected for PTFE) to 3) a more complex mixture (14c) showing evidence of the wire (Pd, Ag, Cu) plus the Au plate plus other elements from either the PTFE in the plate or an external lubricant (C, O and F).

A similar SEM analysis of the PV contacts is shown in figure 15. Figures 15a and 15b show the debris build up on the contact tips. In contrast with the field return sample, the wires show distinct flats at the point of contact. Additionally, there are none of large flakes similar to those seen in figure 14. The x-ray data shown in figures 15c and 15d suggests the flats are primarily a thin layer of adhesively transferred Au, with the darker areas containing a small level of C.

#### Discussion:

The original objective of this work was to examine the field returned sensor and help identify a potential root cause or causes for the Delphi documented noise spikes. It was reported that the noise spikes were found on all the sensor outputs and only occurred when the sensor rotor passed over a specific geometric position. Based on this data, it was assumed that root cause would be tied to some contaminant on one of the two power (Au covered) rings within the sensor. Since these rings provide the power used in the potentiometric position measurements, any disruption of this signal would result in a simultaneous noise spike on all the measurements. A thorough examination of the area (marked by Delphi), using both optical and SEM techniques, failed to produce any evidence of a surface contamination unique to this area. The investigation did produce two areas of concern- 1) the Au plate did not completely cover the subsurface Ni plate and, 2) the sliding motion of the contacts on the Au plate produced a large volume of flakes and wear debris that were found on both the wear track and the mating contacts. Subsequent analysis indicated that these features were common to current production, but were not found on the original PV samples.

Although no evidence was found to directly associate these features with the current field problem, they are highlighted because they offer the potential for creating future noise problems. The reason for using a gold plated surface in an electrical contact application is that Au does not tarnish or oxidize. Therefore, Au plated surfaces will provide low and stable contact resistance over a wide range of applications and environments. However, it has also been documented that defects in the Au plate can lead to erratic contact resistance performance. Perhaps the most studied defect is porosity exposes the Ni underplate to the service environment. Past studies (references 1-4 in the appendix) have shown that both pore corrosion and creep corrosion are possible, depending on the environment. Pore corrosion can be thought of as a small defect that exposes the Ni underplate, and the resultant chloride and sulfate corrosion products mirror the size of the pore. In creep corrosion, the corrosion products actually begin to "creep" over the surface of the Au plate and actually increase the size of the high resistance spot (well beyond the size of the initial pore). Since both products only require exposure of the Ni underplate and ppm level concentrations of Cl and S vapors, it is likely that these phenomena would be active in the sensor. Based on the SEM photomicrographs shown in figures 6 and 7, somewhere between 15-30% of the overall surface is exposed Ni, and susceptible to this type of signal degradation. It should be noted that these phenomena are generally studied under static or stationary contacts- and it is not known how the kinetics are influenced by the continuous wiping anticipated for the sensor. In contrast, figure 5 shows the PV sample to have a continuous, pore free Au electroplated layer.

It should also be noted that the x-ray analysis indicates that for current production the Au plate contains a measurable level of F. In subsequent discussions with Delphi and their supplier it was learned that the plate contained co-deposited nodules of PTFE (polytetrafluoroethylene or Teflon). As noted above, the PTFE was added to reduce audible noise at low temperature. Clearly in comparing figures 5 and 6, the addition it also increased both the initial porosity (or exposed Ni) and produced an increased tendency of flaking during operation. One possible explanation for the increased flaking is the fact that PTFE is not easily wet by other materials. This is one of the reasons why it acts as an effective lubricant. The fact that it is not easily wet suggests that the interfacial strength between the PTFE and the Au plate will be quite low. Therefore, wherever the PTFE is incorporated (either at the Au-Ni interface or within the Au plate), it acts to reduce the level of strong metal to metal bond area and replaces it with a much weaker metal to PTFE interface. The net reduction in cohesive strength should make it much easier for the frictional forces between the contact and Au plate to tear sections of the plate away during sliding. Although overtime, the PTFE should spread over the surface and decrease the frictional forces, the SEM photomicrographs in figure 13 suggest that this plating process results in increased flaking and debris build up on the contact.

Figures 14a-c indicates that the compacted debris found on the leading and trailing edges of the contacts as having somewhat variable chemistry, from the highly conductive (14a) to the highly resistive (14c). Although it is possible that a noise spike could occur if this compacted layer did break free and rotate under the contacts, this would be a random event and not likely tied to a specific geometric location on the ring. Therefore, although the presence of this debris field raises some concern for long term reliability, it does not appear to be the root cause for the noise spikes found on the field returned unit.

Returning to figure 12, the contact design utilizes nine Paliney® 7 wires configured to provide independent, parallel electrical paths for the signal. As shown in figure 16, the benefit of using the parallel wires comes from the fact that any contaminant that forms at the interface of each wire can be treated as a parallel rather than series resistance. For example, as illustrated in the lower half of figure 16, if a surface film of 100 milliohms was found on the tip of each wire, and  $n$  parallel wires were used to make the contact, the resulting net contact resistance is actually  $100/n$  milliohms. If the resistance is different at each contact (a more likely real occurrence) the resistance is calculated via the equation for parallel resistance using a different value for each finger.

However, the most important design consideration is that the wires all have mechanical independence as well as the parallel electrical path. The importance of this is illustrated in figure 17. The drawing suggests what could happen if the contact rides over an area where there is a uniform tarnish film equivalent to 100 milliohms and a highly resistive particle with a 2 ohm (or 2000 milliohm) resistance. For the single point of contact (scenario 1), both the particle and the film act as a series resistor. The overall resistance is then the sum of the two values or 2100 milliohms. If the contact is designed properly, and the individual wires have enough mechanical independence such that the particle only lifts up one wire, the net resistance is very similar to  $n-1$  parallel contacts. For the example shown (scenario 3), there are four parallel contacts, and as noted in the example found in the previous figure, this would have a net resistance of 25 milliohms in the absence of the particle. However, the particle effectively negates most of the current flow from the lifted leg, this acts very similar to a three parallel contact construction (i.e.- 32.8 vs. 33 milliohms). A similar analysis with nine wires indicates that if only one of the nine

wires was lifted by the 2 ohm particle, the overall net resistance would rise by only 1.3 milliohms. (from 11.1 mohm if all were directly touching the 100 mohm film to 12.4 mohm for the single lifted contact). Even if four of the nine were lifted by the particle, the overall resistance would still be only 19.2 mohms.

However, a far more damaging scenario is illustrated by scenario 2 in figure 17. In this case, the wires do not have mechanical independence, and as a single wire rides over the particle, the rest of the wires are lifted off the film. This results in a single point of contact. This can occur when the relative stiffness of the individual wires is too high in comparison to the supporting spring. It may be helpful to think of this construction as a supporting arm (BeCu spring) with fingers (Palliney wires) at the end of the arm. The design issue is to make sure the "fingers" are flexible enough to allow independent movement over any potential obstacle. If the fingers are too stiff, as one or more of the fingers try to deflect up and ride over the obstacle, they actually lift the other fingers off of the opposing substrate and the electrical path moves from a parallel to a series path. In terms of the schematics seen in figure 17, we move from scenario 3 to scenario 2, and the potential for large noise spikes increases dramatically. Because differences in thickness, width and cross section all effect the section modulus of a cantilever spring, accurately modeling the exact geometry shown in figure 12 is difficult and outside the scope of this report. However, it is possible to provide some directional guidance on the design issues for this style contact.

As noted earlier, the use of a multi-point design concept is recommended for applications requiring very low noise levels. Figure 18, (a plot of the net resistance versus the number of fingers) shows the knee of the curve to be in the range of 3-7 contacts. Although this curve is based on a uniform tarnish film of 2 ohms under each finger, the relative shape will not change with resistance. From this curve, it is also evident that adding more than nine fingers will not significantly improve the overall noise response. The only advantage of more fingers is that it increases the overall coverage area of the contact, thereby reducing the chances of a single particle or debris field covering all the contact points. This slight improvement is generally outweighed by the increased difficulty associated with manufacturing and handling a contact with ten or more fingers.

In order to maximize the advantages of parallel conduction paths, it is necessary to ensure that the relative spring rates for the fingers and associated support arm are set correctly. First, the spring rates on the fingers should be set so that each finger has enough flexibility to "climb" over the height of the anticipated particulate/film layers. This must be done without either 1) plastically deforming the finger, or 2) generating enough spring force to lift the supporting arm to the point where the remaining fingers lose contact with the mating surface (i.e.-scenario 2 in figure 17). Also, the total gram force on the fingers (sum of the force resulting from both the finger deflection and the arm deflection) balanced so it acts to mechanically dislodge/disrupt most particles and films, but does not cause excessive wear of the mating surface. Based on our experience with Palliney contacts in other automotive applications, we generally recommend something in the range of 2.5-5 g per point of contact. However, we do not have any experience with the PTFE co-deposited Au. Most of our experience is based on mating to polymeric based resistive inks. For nine wires, our generalized recommendations would place the total gram force in the range of 22.5 to 45 grams.

We do not advocate that designers use this entire range for their tolerance level. We have found a range of  $\pm 25\%$  of the nominal is usually adequate to allow for fabrication and stack up

tolerance considerations. The nominal level is generally set somewhere within the range noted, with an attempt made to balance low noise (favored by higher gram forces) and the low wear (favored by lower gram forces). Both factors are normally empirically tested at the extreme of the environmental factors anticipated in field use. For example, high temperatures tend to increase tarnish/oxidation film thickness levels and lead to the use of higher gram forces. Extreme vibration can lead to contact lift off (favoring higher gram force to maintain contact), but it can also increase either wear (a major problem thin or fragile coatings on the mating surface). Tests are using done to include full sweep cyclic measurements to access the effect of wear and accumulated debris.

Since the field return sensor demonstrated excessive noise, I would recommend investigating an increase in the overall gram force. I am assuming that the noise spike was created by either lift off or by some foreign debris that was dislodged in transit (so it was not present/visible during our investigation). I would also look to re-balance the force by reducing the spring rate on the fingers- to allow for a higher level of mechanical independence of the individual fingers and increase the spring rate of the arm. There are a number of geometric changes that will accomplish this objective. I would first look to slightly increase the length of the fingers and slightly increase the thickness of the BeCu arm. The exact dimensional shifts will require a stress analysis to ensure that the new design doesn't exceed the yield stress of either material. This is especially true if the new design changes the initial free height or overall deflection to reach the higher gram force levels.

An example of this is shown in figure 19, which plots the gram force vs. deflection for some simplified versions of the arm and a single wire finger. The original dimensions for the existing arm design were estimated by an isolated rectangle of BeCu .06mm thick, 4.06 mm long, and 2mm wide (modulus = 13,500 Kg/mm<sup>2</sup> as per Brush Wellman data sheets) The finger is estimated as an isolated Pallney 7 wire .087mm dia. by 2 mm long. (modulus 12,000 Kg/mm<sup>2</sup> as per material property sheets- Deringer- Ney). As you can see, this over simplified approach shows the arm to have a slightly higher spring rate than the finger. This means that if they were isolated contacts, the finger will first move a small amount until the force generated by the finger is high enough to move the arm. After that point, any additional deflection will be shared by both components. In actual fact, they are mechanically joined by a very stiff welded region composed of the BeCu arm, the wires and the shorting strip.

Based on the variation from the actual design, these plots are only meant to provide directional guidance. In that regard, I have also included data for a slightly longer finger (2.3 mm vs. 2 mm, at the same diameter) and a slightly thicker arm shortened to accommodate the extra finger length (.07mm thick and 3.76mm long vs. .06mm thick by 4.06mm long for the original). Both changes act to increase the difference between the finger and arm, providing more independent motion for the finger and less likely that the motion of one finger will lift the entire contact. Again, I have not calculated the resultant stress levels or total gram force for the new dimensions- they are meant only to provide directional guidance and not as specific dimensional recommendations. As noted early, any changes on the contact dimensions should be tested to evaluate the balance between noise and wear. It should also be noted that if the current supplier is not capable of maintaining the consistency of the Au plate found on the PV samples, a protective covering over the Au should be considered. This would also require proper validation testing.

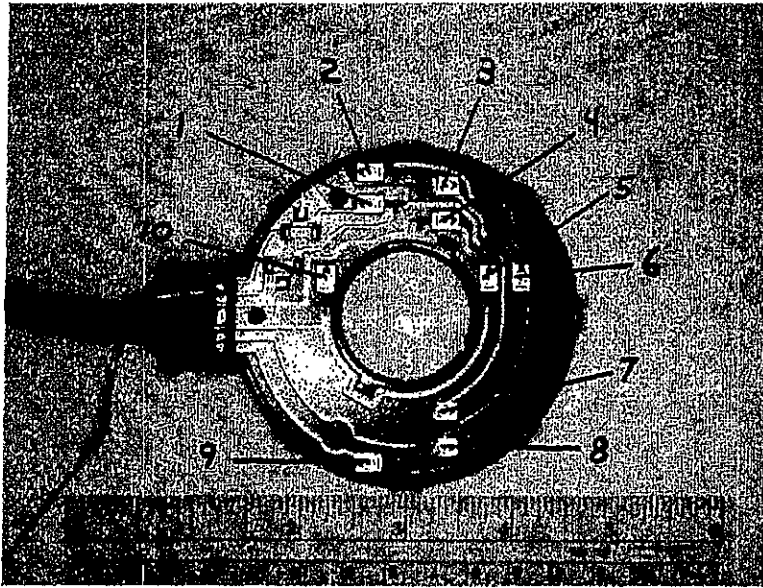


Figure 1a) A low magnification view of the contact layout for the position measurement side of the steering sensor

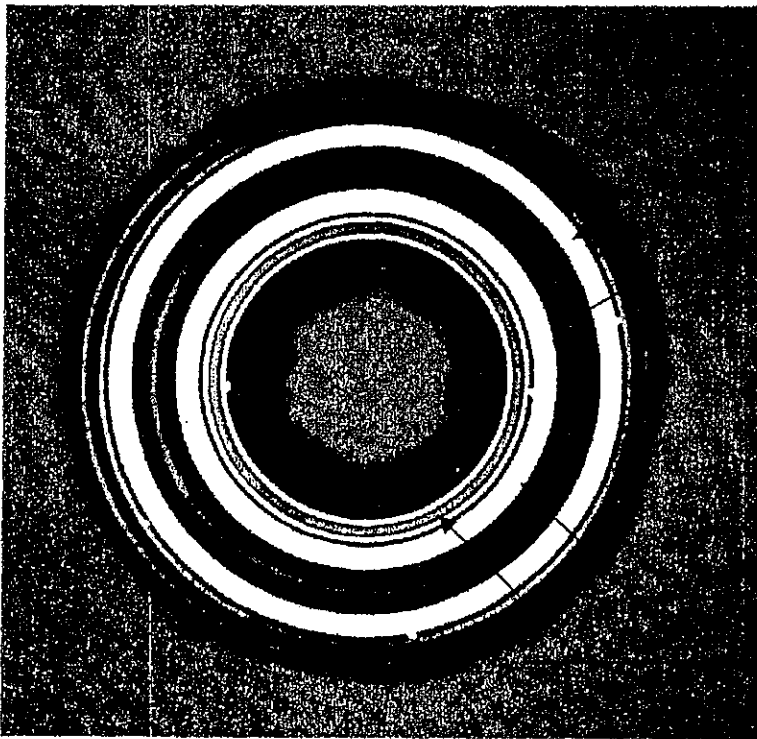


Figure 1b - A similar low magnification view of the PC board layout that mated to the contacts shown in figure 1a. In the original Delphi print-  
Ring 1 = T1 slip ring  
Ring 2 = GND slip ring  
Ring 3 = P1-P2 resistor ring  
Ring 4 = VCC  
Ring 5 = T2 slip ring

Figure 1- Low magnification photomicrographs of the field returned unit after dis-assembly to show the contacts and PC board for the position monitoring portion of the steering sensor.



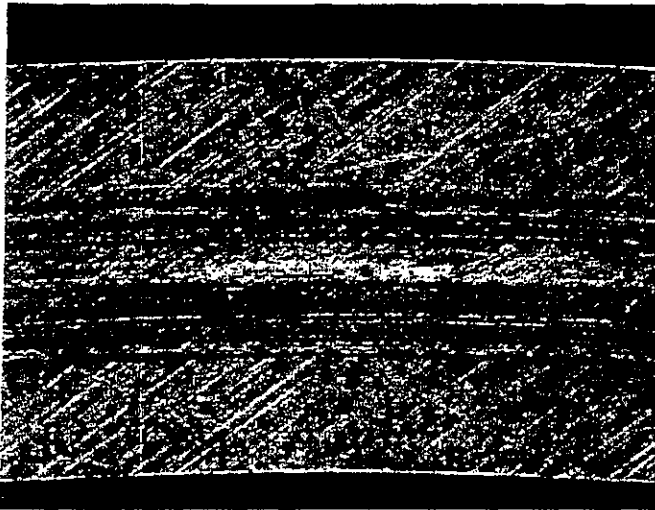


Figure 2a -  
Field return sample  
Track 2, position on  
track mated to contact 8  
at "noisy" rotor location

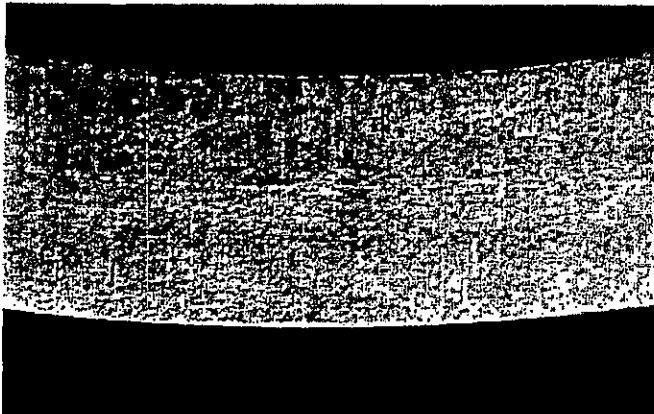


Figure 2b  
Current production  
unused, virgin sensor  
Track 2 apparent  
dither location

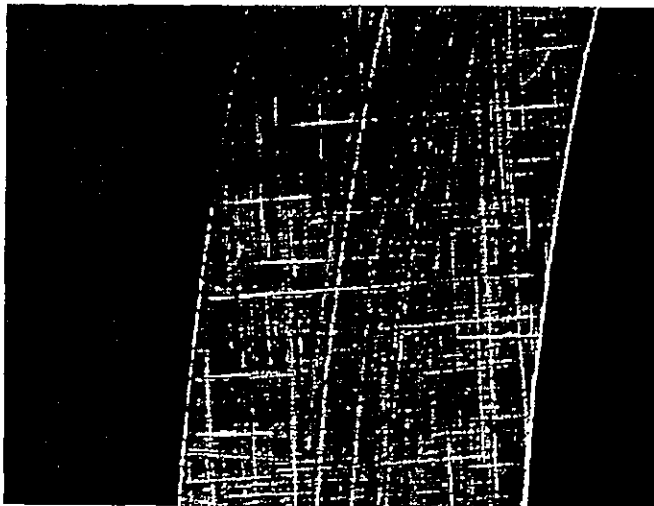
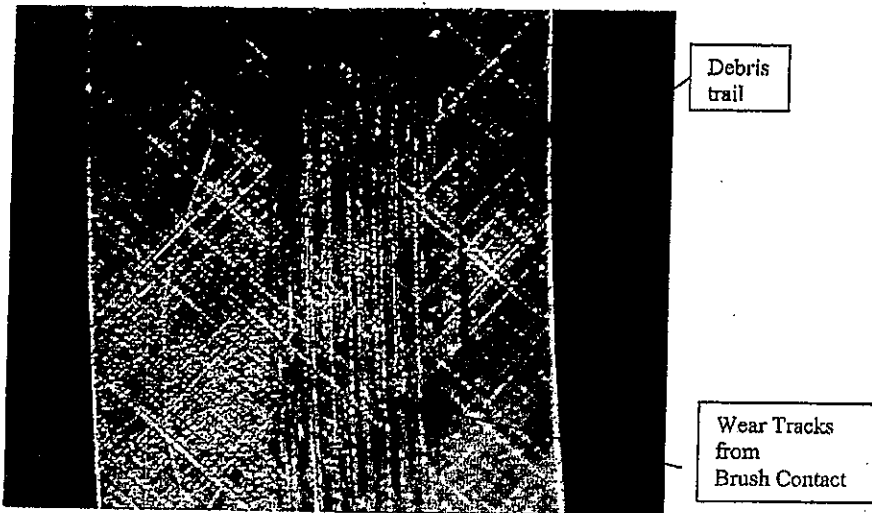


Figure 2c)  
PV sensor  
Track 2,  
random location

Figure 2- Low magnification photomicrographs  
showing the surface finish on the Au plated rings  
for the three sensors supplied by Delphi-  
Saginaw.



**Figure 3-** A low magnification photomicrograph taken at another location on track 2 of the PV sensor illustrating some built up wear debris adjacent to the wear track created by the nine wire contact.

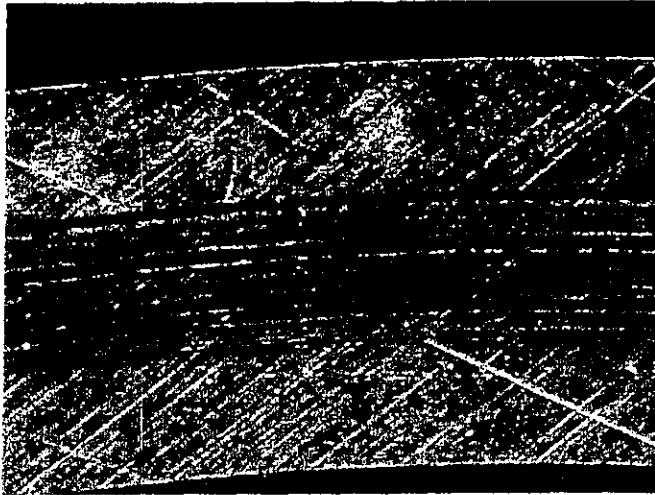


Figure 4 a  
Track 4  
marked location  
for contact 7  
at noise event

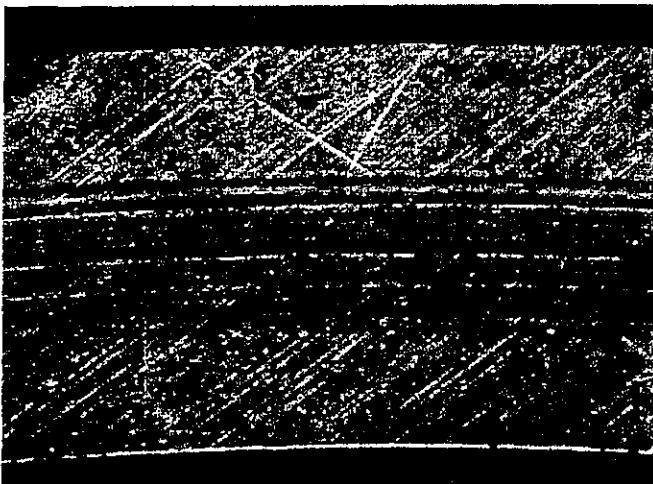


Figure 4 b  
Track 2  
marked location  
for contact 3  
at noise event

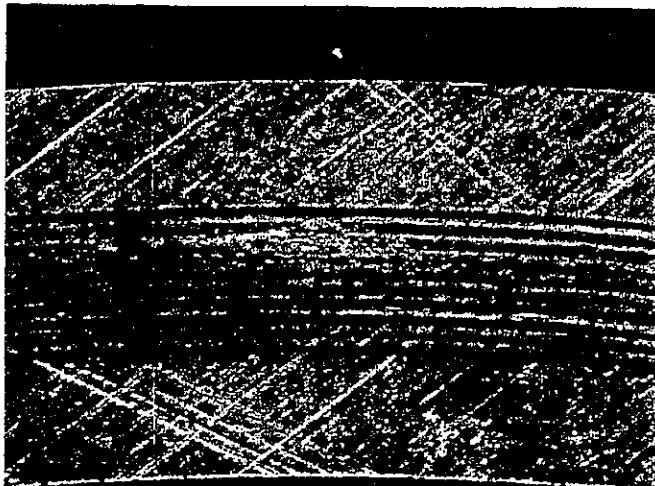


Figure 4 c  
Track 4  
marked location  
for contact 4  
at noise event

Figure 4 – Low magnification  
photomicrographs showing the Delphi  
marked regions on the Au rings where the  
contacts resided at the noise event



Figure 5a - SEM photomicrograph of the Au plated region on track 2 from the PV sensor

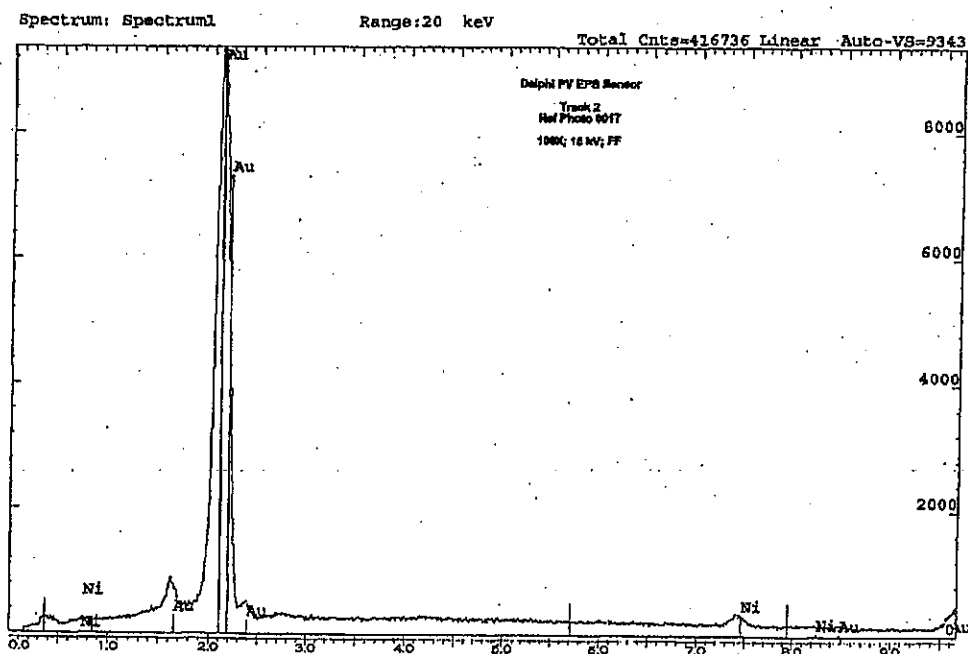


Figure 5 b- X-ray spectrum from the surface of track 2 on the PV sensor.

Figure 5 - SEM photomicrographs and the associated X-ray spectra from two locations on track 2 of the PV sensor.

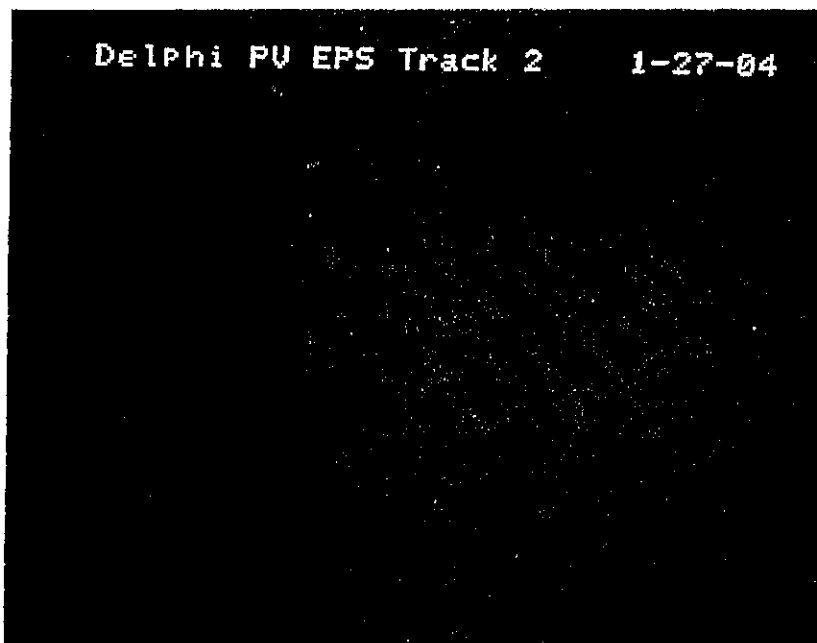


Figure 5c-  
SEM photomicrograph  
of the dark streak shown  
in figure 3

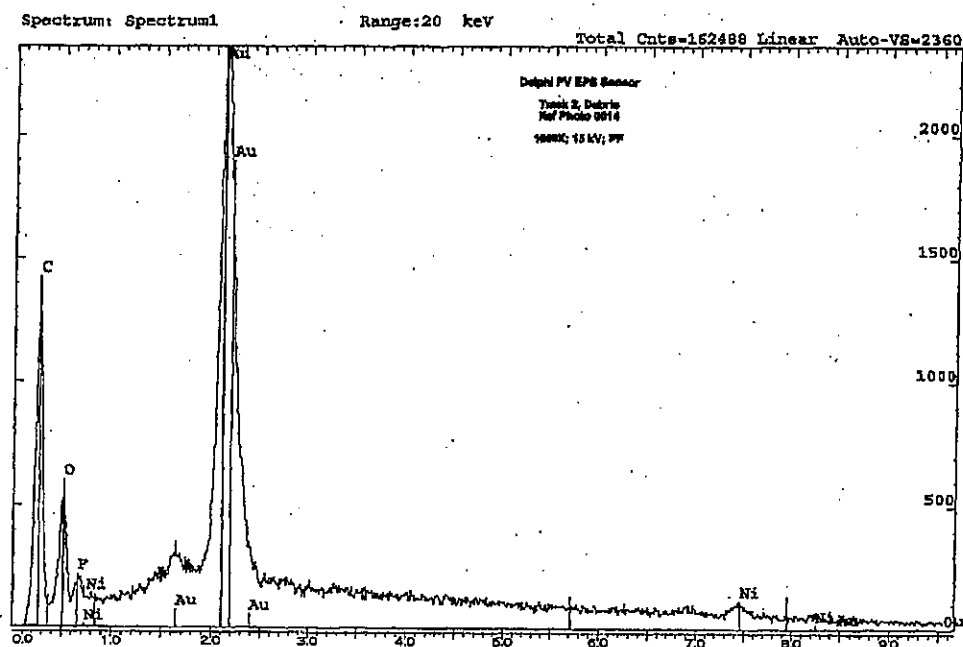


Figure 5d  
X-ray spectrum  
from the dark streak  
shown in figures 3  
and 5c.

Figure 5 - SEM photomicrographs and the associated X-ray  
spectra from two locations on track 2 of the PV sensor.

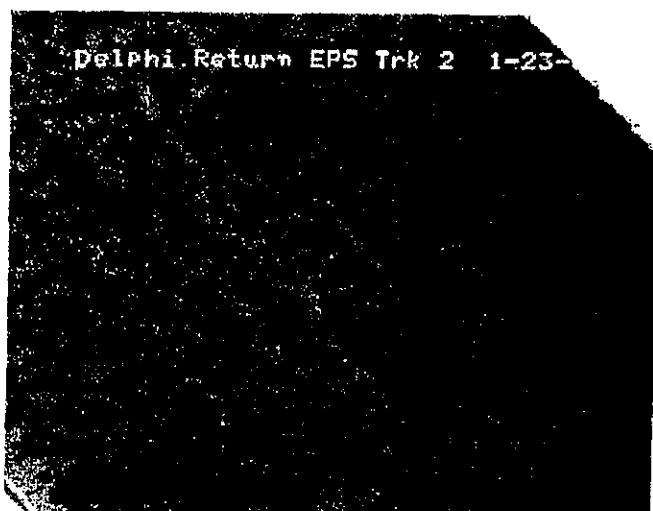


Figure 6a – SEM photomicrograph from one of the noisy contact locations on track 2 of the field returned sensor.

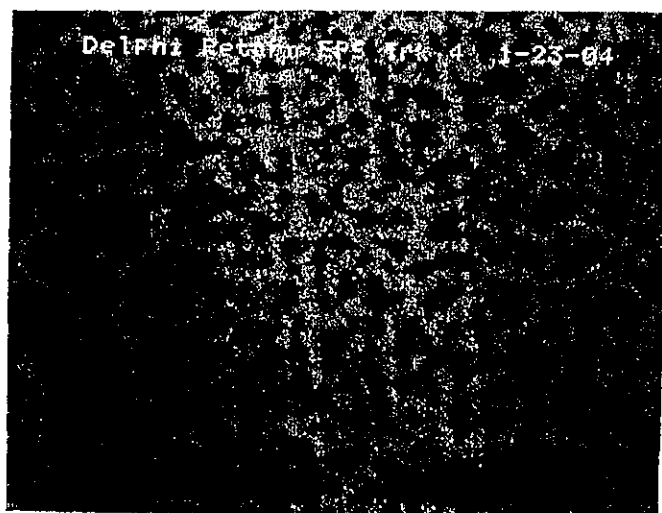


Figure 6b – SEM photomicrograph from one of the noisy contact locations on track 4 of the field returned sensor.



Figure 7 – A higher magnification SEM photomicrograph of the surface of a Au plated ring from the current production, virgin sensor.

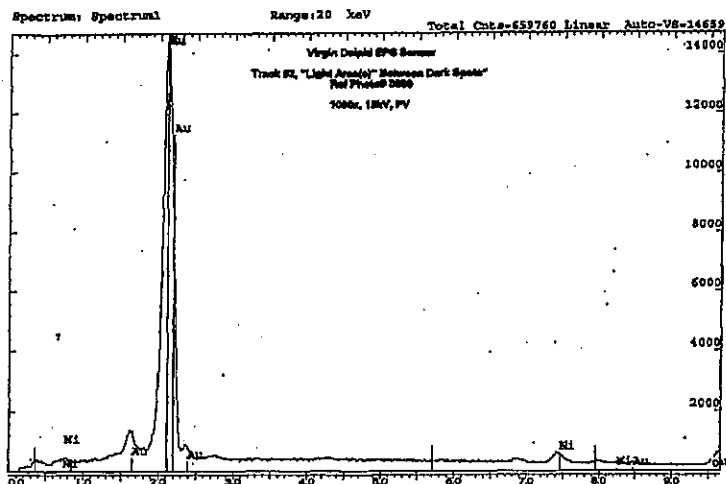


Figure 8a -X-ray spectrum typical of one of the lighter areas in figure 7.

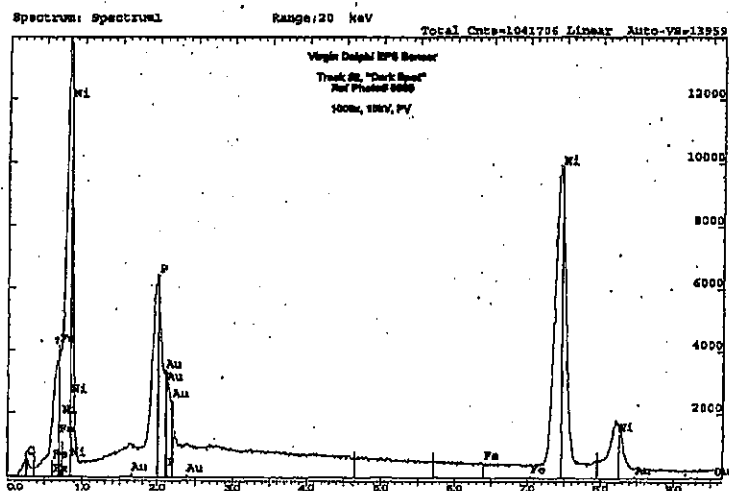


Figure 8 -X-ray spectrum typical of one of the darker areas in figure 7.

Figure 8 X-ray spectrum from the light and dark areas of figure 7. Similar elemental surface chemistry results were found on the Au plated rings in the field return sensor.

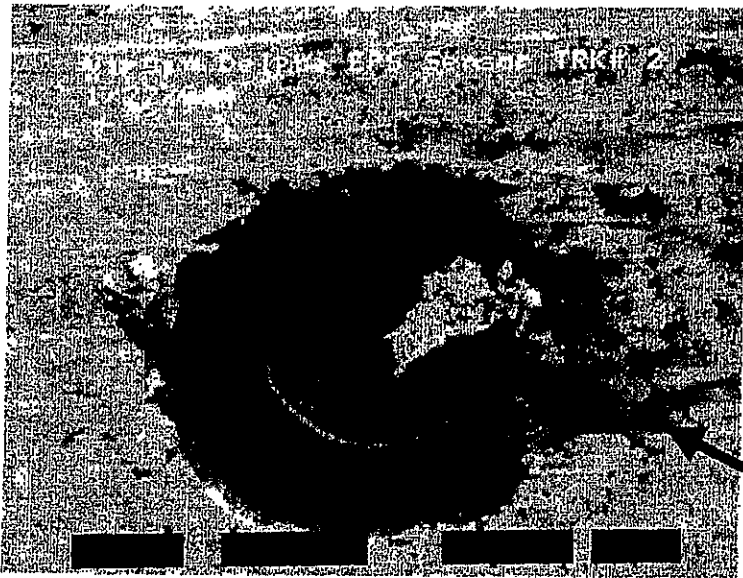


Figure 9a

Likely original site for  
large flake before it  
"rotated" loose

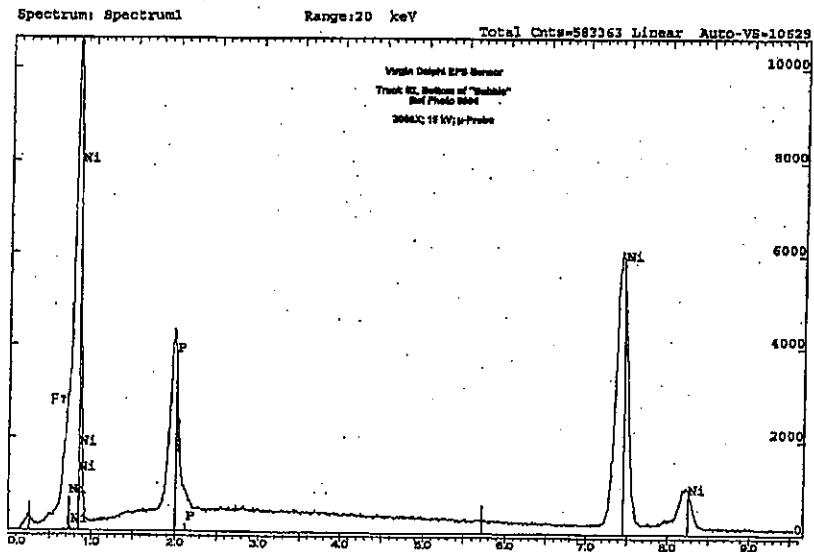
Figure 9b X-ray spectrum  
from the center of the  
circular spot shown in 9a.

Figure 9 SEM photomicrograph and X-ray spectrum form a circular dark regions on the surface of track 2 from the "virgin", current production sensor.



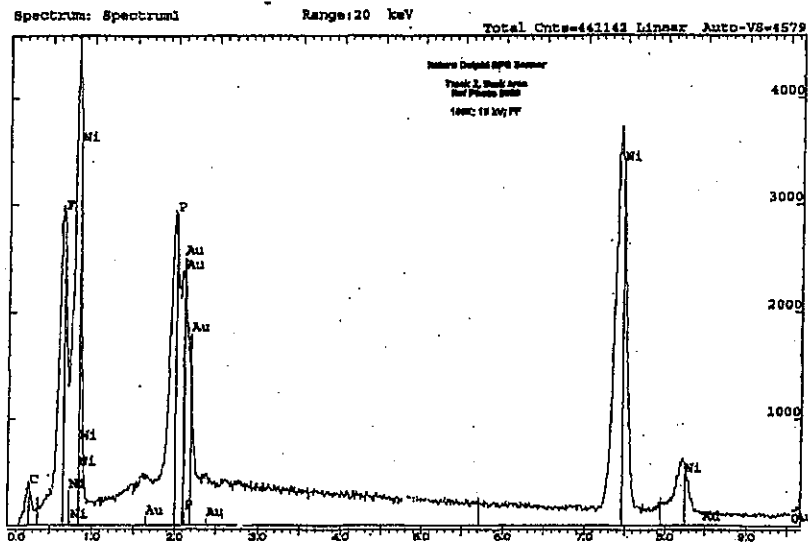


Figure 10 X-ray spectrum showing the presence of a high F peak along the edge of a dark area in the field returned unit.

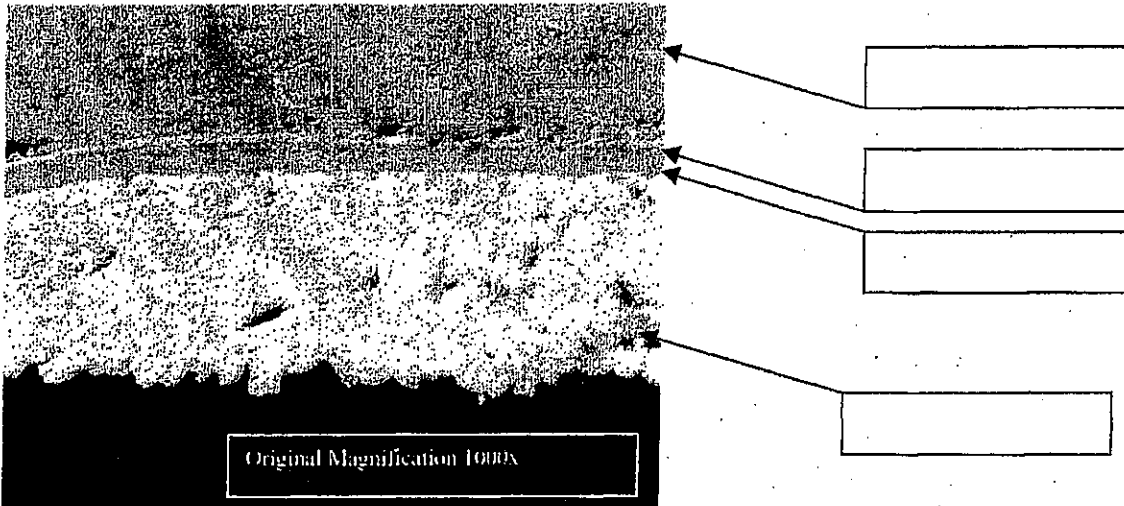


Figure 11a- Cross sectional view of the plated structure found on the field returned sample. Note irregular thickness and "zero coverage" areas in the Au layer.

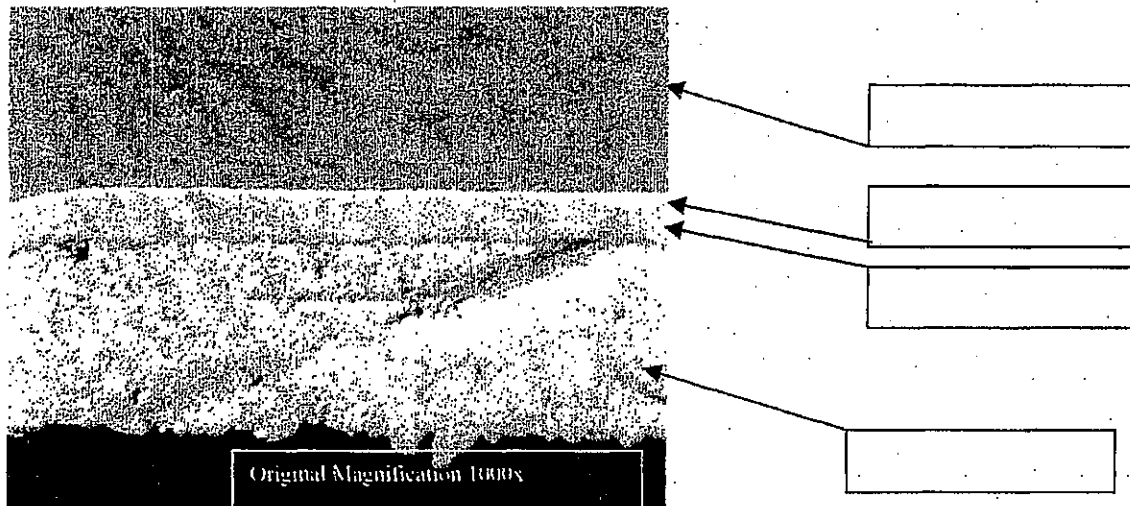


Figure 11b- Cross sectional view of the plated structure found on the PV sample. Note uniform thickness and complete coverage for the Au layer

Figure 11 Cross sectional views of the plated structure found on both the field return and retained PV samples.

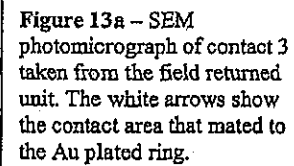
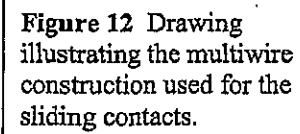




Figure 13b – SEM photomicrograph of contact 4 taken from the field returned unit. The white arrows show the contact area that mated to the Au plated ring

Figure 13- SEM photomicrographs of two wire microbrush contacts from the field returned sensor. Note the high volume of flakes and compacted debris on both the leading and trailing edges of every contact.

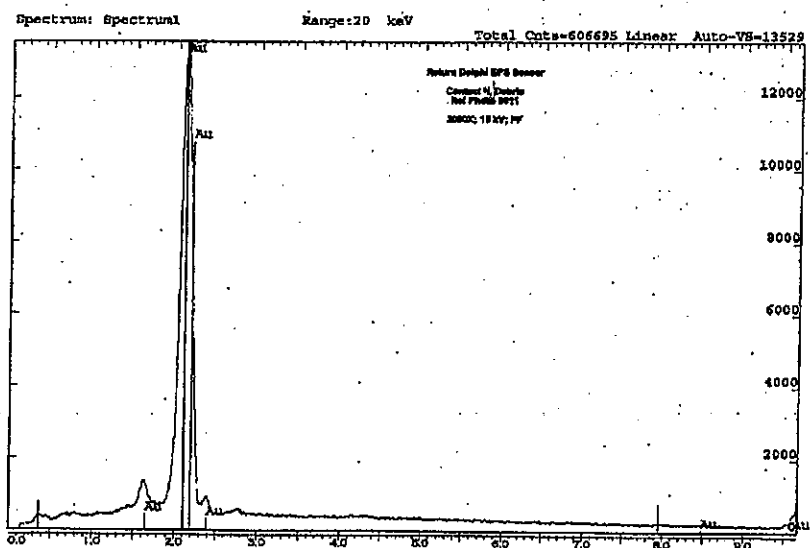


Figure 14a X-ray spectrum from one of the larger flakes contained in the wear debris shown in figure 13b

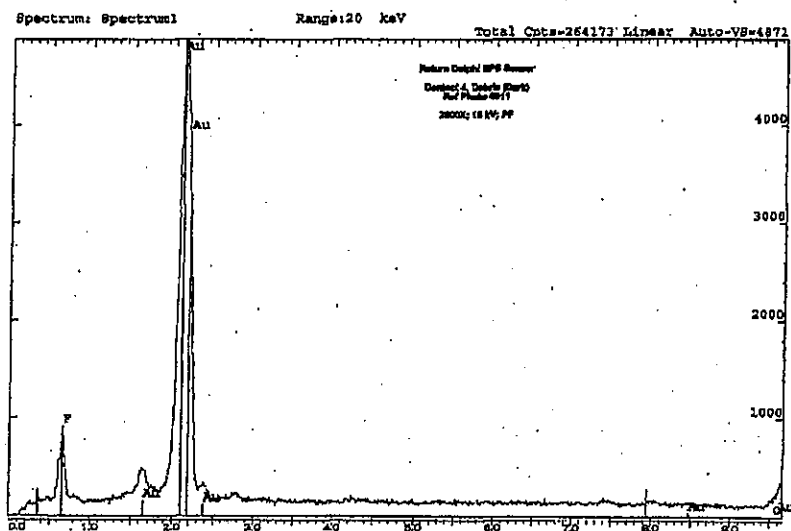


Figure 14b X-ray spectrum from the wear debris shown in figure 13b

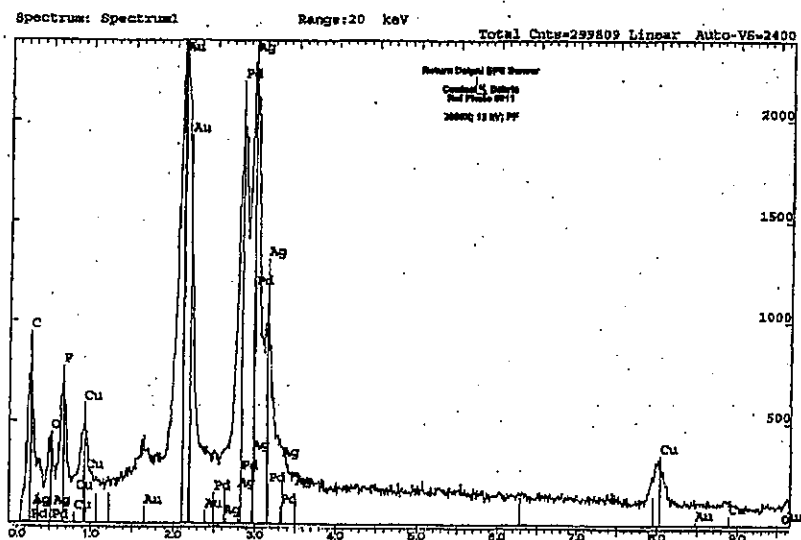


Figure 14c X-ray spectrum from the wear debris shown in figure 13b

Figure 14 -X-ray spectra from the flakes and compacted debris found on the wire contacts from the field returned sensor.



Figure 15a – SEM photomicrograph of contact 4 taken from the PV sensor.



Figure 15b – SEM photomicrograph of contact 3 taken from the PV sensor. White arrow denotes flake analyzed in figure 15d.

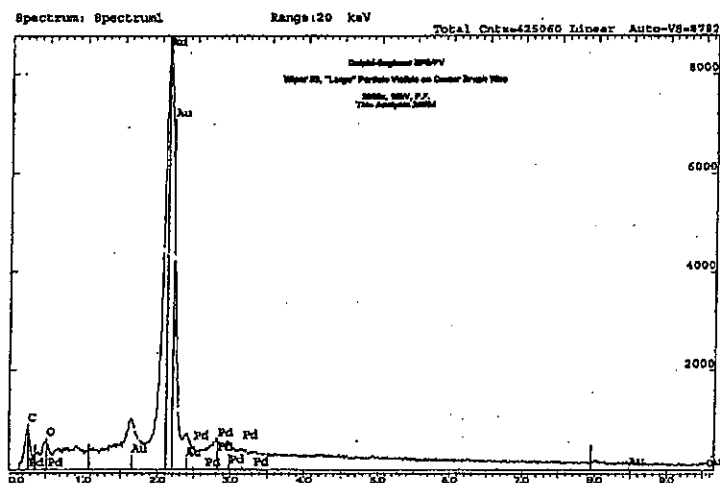


Figure 15c - X-ray spectrum from the wear flat found on contact 3 shown in figure 15b.

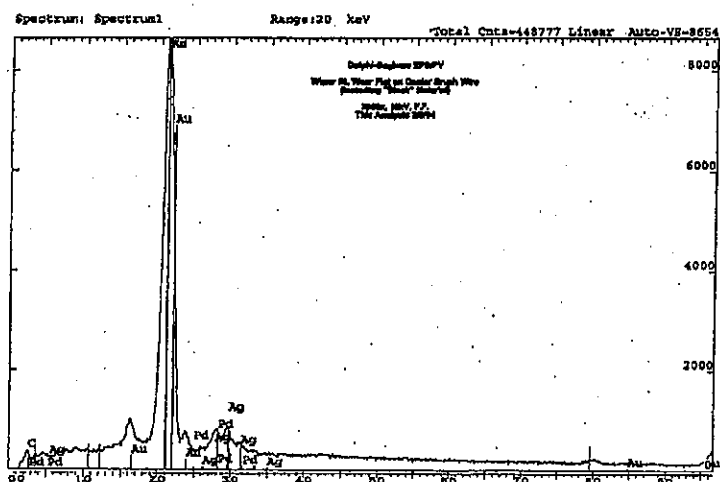


Figure 15d - X-ray spectrum from the flake found on contact 3 highlighted by the arrow in figure 15b.

**Figure 16**  
**Fundamental Resistance calculations**

***Formulas used to calculate the net resultant resistance for Parallel and Series networks***

***Series-single contact point***

$$R_{TOTAL} = R_1 + R_2 + R_3 + \dots R_T$$

***Parallel-multiple fingers /multiwire***

$$\frac{1}{R_{TOTAL}} = \frac{1}{R_1} + \frac{1}{R_2} + \frac{1}{R_3} + \dots \frac{1}{R_T}$$

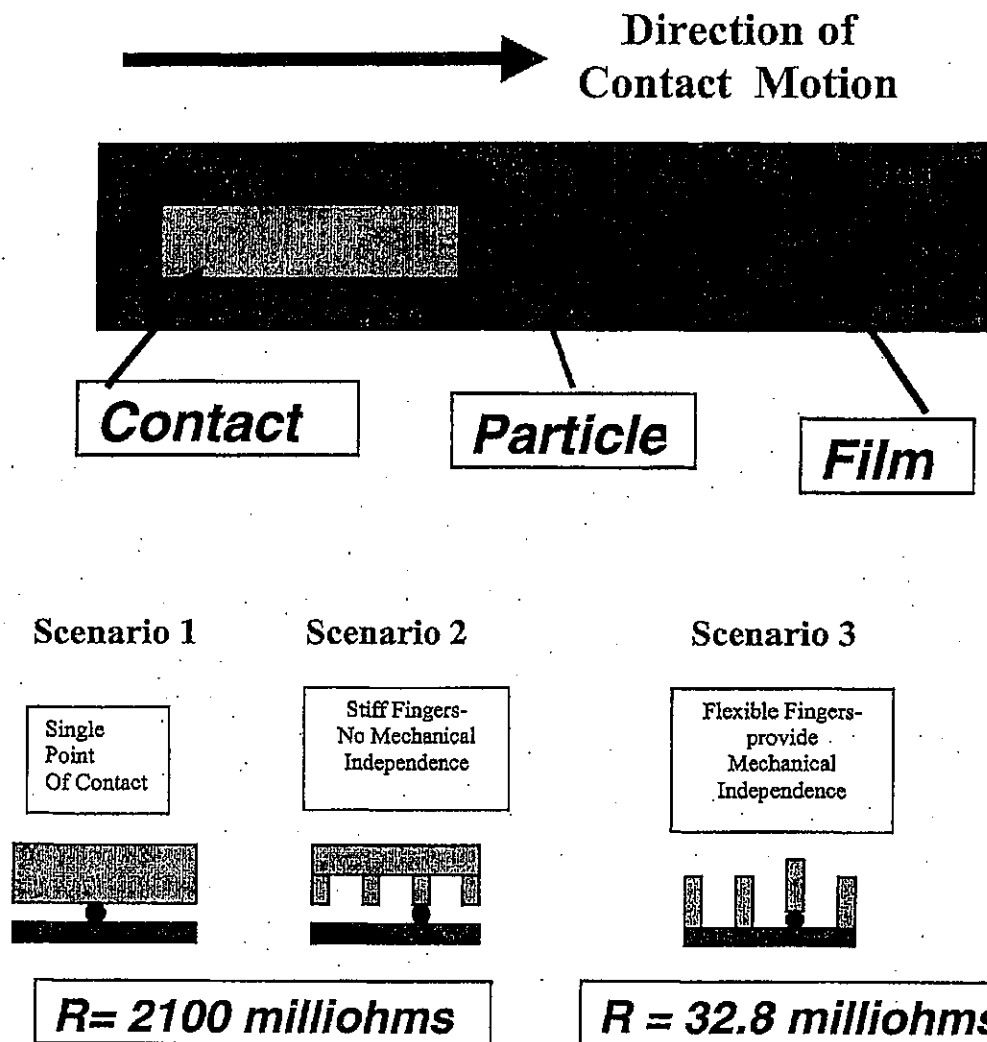
**Example using the multiple finger formula to calculate the resulting net resistance for the case where a uniform film of 100 milliohms is under each of the contact points**

***Equal film under each finger***  
***(film =100 milliohms)***

<b><i>total # of fingers</i></b>	<b><i>Resultant Net Resistance</i></b>
<b><i>1</i></b>	<b><i>100 mohms</i></b>
<b><i>2</i></b>	<b><i>50 mohms</i></b>
<b><i>3</i></b>	<b><i>33.3 mohms</i></b>
<b><i>4</i></b>	<b><i>25 mohms</i></b>
<b><i>9</i></b>	<b><i>11.1 mohms</i></b>



**Figure 17**  
Illustrations of how contact fingers can interact  
with particles and surface films



**Key**

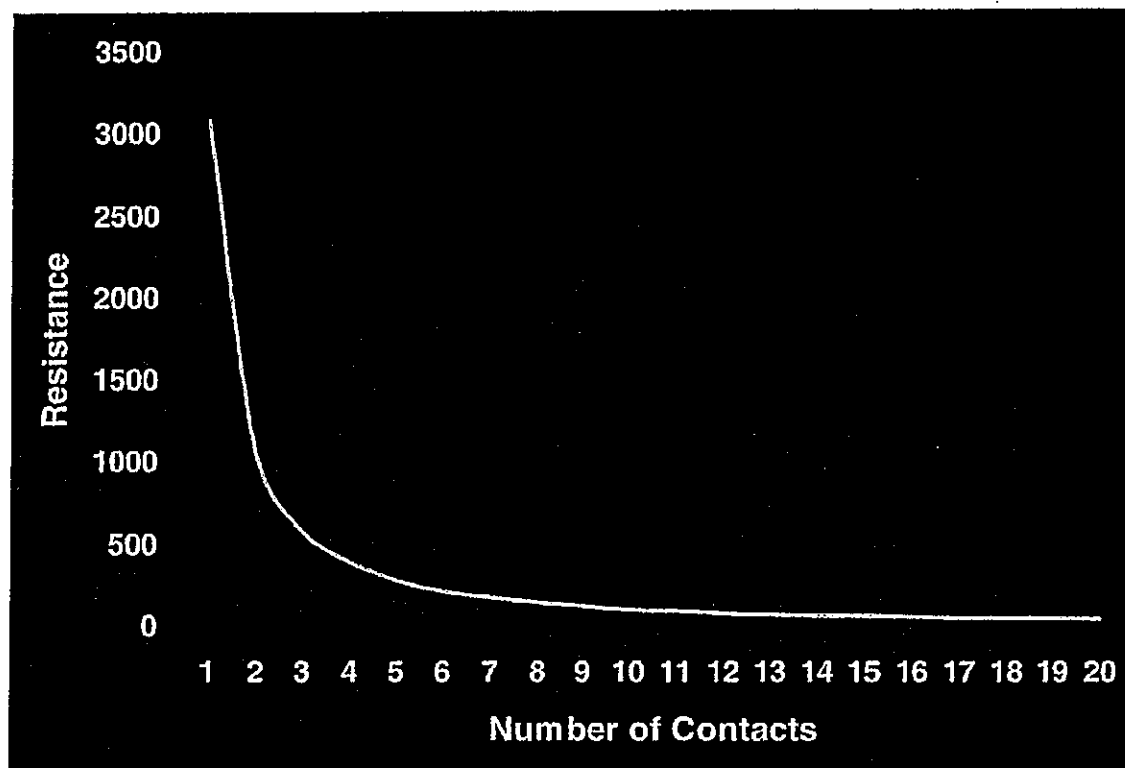


**=100 milliohm film**



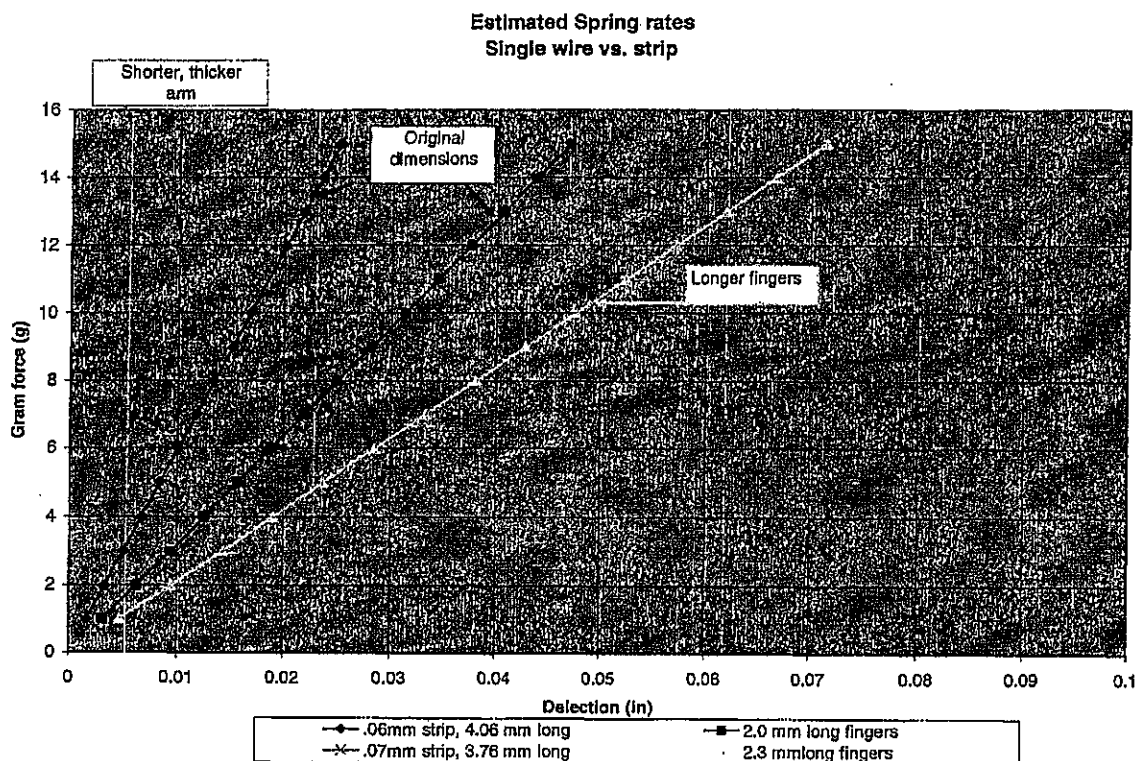
**=2000 milliohm particle**

**Figure 18**  
Plot of resultant contact resistance vs  
the number of points of contact



Calculations assume only a uniform surface film of 2000 milliohms  
(absolute values will change with resistive strength of the film but  
the shape of the curve and the position of the "knee" of the curve are  
independent of the film strength)

**Figure 19**  
Idealized spring rate calculations for two simplified cantilever springs that approximate the BeCu spring arm and a single Paliney 7 finger.



Original dimensions shown in dark blue (BeCu spring) and pink (wire)  
Yellow line shows effect of increasing wire length by 0.3mm  
Light blue line show effect for shortening spring by 0.3mm and increasing thickness to 0.07mm

## **Appendix-**

References: Porosity and Creep corrosion –

- 1) Abbott, W. A., The effects of test environment on the creep of surface films over Gold  
Proceedings of the IEEE Holm Conference, 1984, p47-52
- 2) Williams, D. M. M., The effect of test environment of the creep of base metal surface films  
over precious metal Inlays, Proceedings of IEEE Holm Conference, 1987. p 79-85
- 3) Chao, J. L. and Gore, R. R., Evaluation of a Mixed Flowing Gas Test, Proceedings of the  
IEEE Holm Conference, 1991, p 216-228
- 4) Zhang, J. G., The effect of Environment on Electrical Contact Reliability,  
Proceedings International Conference on Electrical Contacts 2002, p 205-211

.pdf copies of the references will be placed in an appendix as a separate file on this CD

TOGUT, SEGAL & SEGAL LLP  
Co-Counsel for Delphi Corporation, *et al.*,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000  
Albert Togut (AT-9759)  
Neil Berger (NB-3599)  
Sean P. McGrath (SM-4676)

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

HEARING DATE: July 19, 2007  
AT: 10:00 a.m.

-----X	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**DECLARATION OF SEAN P. MCGRATH IN SUPPORT OF  
DEBTORS' OBJECTION TO MOTION BY FURUKAWA  
ELECTRIC NORTH AMERICA APD AND FURUKAWA ELECTRIC  
CO., LTD., FOR (A) ABSTENTION PURSUANT TO 28 U.S.C.  
§ 1334 (c); (B) RELIEF FROM AUTOMATIC STAY PURSUANT TO  
11 U.S.C. 362(d); AND (C) AN ORDER LIMITING THE SCOPE  
OF THE THIRD OMNIBUS CLAIM OBJECTION HEARING**

Sean P. McGrath hereby declares as follows:

1. I am an associate at the law firm of Togut, Segal & Segal LLP ("TS&S"), counsel to debtors Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors in possession (collectively, the "Debtors"). I respectfully submit this declaration based upon personal knowledge in opposition to the March 23, 2007 motion for abstention and relief from the automatic stay (the "Motion") of defendants Furukawa Electric North America APD ("Furukawa North America") and

Furukawa Electric Co., Ltd. (jointly, "Furukawa") for an Order for (a) abstention pursuant to 28 U.S.C. 1334(c); (b) relief from the automatic stay pursuant to 362(d) of title 11 of the United States Code (the "Bankruptcy Code"); and (c) for an order limiting the scope of the claim objection hearing scheduled for July 19, 2007.

2. Annexed hereto as Exhibit "1" is the Answer that Furukawa filed in the action captioned Delphi Automotive Systems, LLC v. Furukawa Electric North America APD, Inc. et al., Case No. 04-54245-CK in the Circuit Court for the County of Saginaw, Michigan.

New York, New York  
July 11, 2007

/s/ Sean P. McGrath  
Sean P. McGrath

STATE OF MICHIGAN  
IN THE CIRCUIT COURT FOR THE COUNTY OF SAGINAW

DELPHI AUTOMOTIVE SYSTEMS, LLC,  
A Delaware corporation,

Plaintiff,

Case No.: 04-54245-CK

v

FURUKAWA ELECTRIC NORTH AMERICA  
APD, INC., a foreign profit corporation, and  
THE FURUKAWA ELECTRIC CO. LIMITED,  
a foreign profit corporation,

Defendants.

A.T. Lippert, Jr. (P16714)  
Lippert, Humphreys, Campbell, Dust & Humphreys, P.C.  
Attorneys for Plaintiff  
4800 Fashion Square Blvd., Suite 410  
Saginaw, Michigan 48604-2604  
(989) 792-2552

Donald R. Parshall, Jr. (P30267)  
Delphi Corporation  
Co-Counsel for Plaintiff  
5825 Delphi Drive  
Troy, Michigan 48098-2815  
(248) 813-3367

William E. Rohn (P33255)  
Michael S. McElwee (P36088)  
Elizabeth J. Fossel (P41430)  
Varnum, Riddering, Schmidt & HowlettLLP  
Attorneys for Defendants  
Bridgewater Place, P.O. Box 352  
Grand Rapids, Michigan 49501-0352  
(616) 336-6000

**ANSWER AND AFFIRMATIVE DEFENSES**  
**OF FURUKAWA ELECTRIC NORTH AMERICA APD, INC. AND**  
**THE FURUKAWA ELECTRIC CO. LIMITED**

NOW COME Defendants, Furukawa Electric North America APD, Inc. and The  
Furukawa Electric Co. Limited, by and through their counsel, Varnum, Riddering, Schmidt &

HowlettLLP, state for their Answer to the Complaint of Plaintiff Delphi Automotive Systems, LLC ("Delphi") the following:

**Parties, Jurisdiction, and Venue**

1. Delphi is incorporated under the laws of the State of Delaware and has its principal place of business at 5825 Delphi Drive, Troy, Michigan 48089-2015. Delphi manufactures a wide variety of products for the automotive industry, including steering columns for General Motors.

**ANSWER:** This allegation is neither admitted nor denied as Defendant is without knowledge or information sufficient to form a belief as to its truth.

2. Defendant Furukawa Electric North America APD, Inc is a foreign profit corporation authorized to do business in the State of Michigan. Its registered office is 601 Abbott Road, East Lansing, Michigan 48823. Its resident agent is CSC - Lawyers Incorporating Service, 601 Abbott Road, East Lansing, Michigan 48823.

**ANSWER:** This allegation is admitted.

3. The Furukawa Electric Co. Limited is a foreign profit corporation having its principal place of business in Marunouchi, Chiyoda-KU Tokyo, Japan. Defendant Furukawa Electric North America APD, Inc. is its agent, representative, and sales representative within the State of Michigan.

**ANSWER:** This allegation is admitted.

4. The defendants maintain a business office at 47677 Galleon Drive, Plymouth, Michigan 48170.

**ANSWER:** This allegation is admitted as to Defendant Furukawa Electric North America APD, Inc. As to Defendant Furukawa Electric Co. Limited, this allegation is denied for the reason that the same is untrue.

5. A torque and position sensor, Delphi part number 26085186, is manufactured by the defendants and sold by the defendants to Delphi in accordance with the terms of a Delphi purchase order issued to Furukawa Electric North American APD, Inc. on September 12, 2001,



(attached Exhibit A) and in accordance with the terms of a Long Term Contract between Delphi and Furukawa Electric Co. Limited on September 7, 2000 (attached Exhibit B).

**ANSWER:** It is admitted that the products are manufactured by Defendant Furukawa Electric Co. Limited and that the products are sold through Defendant Furukawa Electric North America APD, Inc.

6. The torque and position sensor manufactured and sold by the defendants are shipped to Delphi's manufacturing facility in Saginaw, Michigan.

**ANSWER:** This allegation is admitted.

7. The torque and position sensors are assembled by Delphi into Power Steering Assist Mechanisms that are then assembled into steering columns. The steering columns manufactured by Delphi in its Saginaw manufacturing facility, and are sold by Delphi to General Motors Corporation for assembly into General Motors vehicles.

**ANSWER:** This allegation is admitted, upon information and belief.

8. Jurisdiction is proper in the Saginaw County Circuit Court pursuant to MCL 600.605 because the amount in controversy exceeds \$25,000.00, exclusive of costs, interest and attorney fees.

**ANSWER:** This allegation is admitted.

9. Venue is proper in this court pursuant to MCL 600.1629. The contracts of the parties were made in Saginaw County.

**ANSWER:** This allegation is admitted, upon information and belief.

**COUNT I**  
**BREACH OF CONTRACT**

10. Delphi re-alleges each of the preceding paragraphs in paragraphs 1 through 9.

**ANSWER:** Defendants hereby reallege their responses to Paragraphs 1 through 9 of the Complaint as though set forth here in their entirety.

11. Delphi issued its Purchase Order SAG9OI471O to Furukawa Electric North America APD, Inc. on September 12, 2001. The purchase order provided for the sale by Furukawa Electric North America APD, Inc. of torque and position sensors, Delphi part number 26085186, at an agreed price. (Exhibit A).

**ANSWER: This allegation is admitted.**

12. A Long Term Contract was issued by Delphi acting through its Saginaw steering division as "Buyer" to the Furukawa Electric Co. Limited as "Seller." (Exhibit B) The Long Term Contract provided for the sale by Furukawa Electric Co. Limited of part number 26085186 to Delphi.

**ANSWER: This allegation is admitted.**

13. All parts sold by the defendants were to be manufactured in accordance with specifications provided by Delphi to the defendants.

**ANSWER: This allegation is admitted to the extent and understanding outlined in mutually-agreed revisions of the Delphi Product Specification.**

14. The defendants agreed to manufacture the torque and position sensor in accordance with Delphi specifications and had actual knowledge that failure to conform to Delphi specifications would result in product failure and resultant losses and damages.

**ANSWER: This allegation is denied for the reason that the same is untrue.**

15. The torque and position sensors sold by the defendants to Delphi for assembly into its Power Steering Assist Mechanism and its steering columns were subject to warranties that provide:

"7.1 General. Seller warrants and guarantees to Buyer, its successors, assigns and customers that the goods and services covered by this Contract will (a) conform to all applicable specifications, drawings, samples, descriptions, brochures and manuals furnished by Seller or Buyer, (b) will be merchantable, (c) of good material and workmanship, (d) free from defect, and (e) are fit and sufficient for the particular purposes intended by Buyer and any customer of Buyer. If requested by Buyer, Seller will enter into a separate agreement for the administration or processing of warranty chargebacks for nonconforming goods.

7.3 Warranty Period. The period for each of the foregoing warranties will be that provided by applicable law, except that if Buyer ever provides a longer warranty to its customers, such longer warranty period will apply to the goods covered by this Contract."

**ANSWER:** It is admitted that the terms quoted in this paragraph appear in Delphi's General Terms and Conditions and, therefore, this allegation is admitted on information and belief.

16. The defendants requested twice that material revisions be made to the part specifications in order that the defendants could change the physical characteristics of the torque and position sensor. Delphi considered this request for the change in specifications and the requests were not granted for sound metallurgical and engineering reasons.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

17. The defendants, acting without the required knowledge and consent of Delphi, materially altered the specifications of the torque and position sensor. This material and unauthorized change was made by the defendants prior to their first request to Delphi to alter the specifications of the part, while knowing that approval of Delphi of the part specification was required. This material and unauthorized change resulted in the failure of the torque and position sensor. The failure of the torque and position sensor led to failures in the Power Steering Assist Mechanism sold by Delphi to General Motors and installed in General Motors vehicles.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

18. The defendants acknowledge and admit that they made material changes to the specifications for the torque and position sensor without Delphi's consent.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

19. The defendants breached the contracts made between them and Delphi and breached the warranties made by them to Delphi.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

20. It is essential that at all times Delphi maintain its reputation with General Motors and with its other customers as a competent skillful manufacturer of automotive parts. The actions of the defendants constituting a breach of contract were intentional, and it was reasonably

foreseeable that such intentional acts would cause injury and damage to the reputation of Delphi as a competent and skillful manufacturer of automotive parts.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

21. As a direct consequence of the breach of contract, and breach of warranties, and the intentional violation of the terms of the contract, Delphi has sustained losses and damages.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

WHEREFORE, Defendants pray for a judgment of no cause of action in their favor and against Plaintiff and further pray for an award of their attorneys fees and costs incurred in the defense of this action as well as any other relief to which this Court deems these Defendants entitled.

**COUNT II**  
**VIOLATION OF UCC WARRANTIES**

22. Delphi re-alleges each of the preceding paragraphs made in paragraphs 1 through 21.

**ANSWER:** Defendants hereby reallege their responses to Paragraphs 1 through 21 of the Complaint as though set forth here in their entirety.

23. The contracts made between Delphi and the defendants are subject to the provisions of the Michigan Uniform Commercial Code.

**ANSWER:** This allegation is admitted, upon information and belief.

24. At the time that the contracts were made between Delphi and the defendants, the defendants had reason to know that the torque and position sensors would be used for a particular purpose and that Delphi was relying upon the skill and judgment of the defendants to furnish suitable goods meeting the specifications of Delphi.

**ANSWER:** This allegation is admitted except that, by way of further answer, Defendant also relied upon Delphi's skill and judgment in determining that the

specifications would be fit for the particular purpose for which the goods would be used and further relied upon Delphi's proper assembly and usage of the part.

25. The defendants expressly warranted that the torque and position sensors would be manufactured in strict accordance with Delphi's engineering and quality specifications.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

26. The defendants breached the express and implied warranties created by the contracts and by the provisions of Michigan Uniform Commercial Code. MCLA 440.2315, MCLA 440.23 13.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

27. As a direct consequence of the breach of express and implied warranties and the intentional violations of the terms of the contracts and the Michigan Uniform Commercial Code, Delphi has sustained losses and damages.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

WHEREFORE, Defendants pray for a judgment of no cause of action in their favor and against Plaintiff and further pray for an award of their attorneys fees and costs incurred in the defense of this action as well as any other relief to which this Court deems these Defendants entitled.

**COUNT III**  
**TORTIOUS INTERFERENCE**

28. Delphi re-alleges each of the preceding paragraphs made in paragraphs 1 through 27.

**ANSWER:** Defendants hereby reallege their responses to Paragraphs 1 through 27 of the Complaint as though set forth here in their entirety.

29. At all times pertinent to this complaint Delphi had a business relationship with General Motors Corporation and the expectancy of future business with General Motors Corporation.

**ANSWER:** This allegation is neither admitted nor denied as Defendants are without knowledge or information sufficient to form a belief as to its truth.

30. The business relationship and the expectancy of a continuing business relationship had a reasonable likelihood of future economic benefit for Delphi.

**ANSWER:** This allegation is neither admitted nor denied as Defendants are without knowledge or information sufficient to form a belief as to its truth.

31. The defendants, and each of them, knew of Delphi's business relationship with General Motors and its expectation that the economically beneficial business relationship would continue.

**ANSWER:** This allegation is neither admitted nor denied as Defendants are without knowledge or information sufficient to form a belief as to its truth.

32. Defendants manufactured and sold to Delphi torque and position sensors that did not meet the manufacturing specifications of Delphi and were unsuitable for installation into electric steering columns.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

33. The intentional sale of a known defective parts interfered with Delphi's business relationship with General Motors and Delphi's expectancy of a continuing business relationship.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

34. The actions of the defendants were improper and the improper conduct interfered with Delphi's business relationship with General Motors and the expectancy of continuing business relationship.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

35. The defendants' conduct has caused a disruption in the business relationship existing between Delphi and General Motors. The Delphi steering columns sold to General Motors and installed by General Motors in its vehicles have been subject to warranty issues because they do not meet Delphi and General Motors specifications.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

36. There is a reasonable likelihood that the intentional conduct of the defendants will further disrupt and damage the business relationship existing between Delphi and General Motors and the expectancy of a continuing business relationship between Delphi and General Motors.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

37. Delphi has been financially damaged as a direct result of defendant's intentional and tortious conduct.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

**WHEREFORE, Defendants pray for a judgment of no cause of action in their favor and against Plaintiff and further pray for an award of their attorneys fees and costs incurred in the defense of this action as well as any other relief to which this Court deems these Defendants entitled.**

**COUNT III**  
**FRAUD AND MISREPRESENTATION**

38. Delphi re-alleges each of the allegations made in paragraphs I through 37 inclusive.

**ANSWER:** Defendants hereby reallege their responses to Paragraphs 1 through 37 of the Complaint as though set forth here in their entirety.

39. At all times pertinent to this complaint the defendants, and each of them, represented to Delphi that the torque and position sensor manufactured by them met the manufacturing specifications of Delphi and General Motors.

**ANSWER:** This allegation is admitted as to the Delphi Product Specification. All remaining matters in this allegation are neither admitted nor denied as Defendant is without knowledge or information sufficient to form a belief as to their truth.

40. The representations made by the defendants were false.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

41. The defendants knew that the representations were false.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

42. The defendants recklessly represented that the torque and position sensor met the specifications of Delphi and General Motors without knowing whether the representation was true.

**ANSWER:** This allegation is denied for the reason that the same is untrue.

43. Defendants made the representations with the intent that Delphi rely upon their representations.

**ANSWER:** This allegation is admitted as to the Delphi Product Specification. All remaining matters in this allegation are neither admitted nor denied as Defendant is without knowledge or information sufficient to form a belief as to their truth.

44. Delphi relied upon the representations made by the defendants.

**ANSWER:** This allegation is neither admitted nor denied as Defendant is without knowledge or information sufficient to form a belief as to its truth.

45. Delphi was damaged as a result of its reliance upon the representations made by the defendants and each of them.


**ANSWER:** This allegation is denied for the reason that the same is untrue.



WHEREFORE, Defendants pray for a judgment of no cause of action in their favor and against Plaintiff and further pray for an award of their attorneys fees and costs incurred in the defense of this action as well as any other relief to which this Court deems these Defendants entitled.

VARNUM, RIDDERING, SCHMIDT & HOWLETT LLP  
Attorneys for Defendants

Dated: 3/15/05

By:   
William E. Rohm (P33522)  
Michael S. McElwee (P36088)  
Elizabeth J. Fossel (P41430)

Business Address and Telephone:  
Bridgewater Place, P.O. Box 352  
Grand Rapids, Michigan, 49501-0352  
(616) 336-6000

#### AFFIRMATIVE DEFENSES

Defendants state that they may rely on one or all of the following affirmative defenses prior to or at the time of trial:

1. Plaintiff's Complaint fails to state a claim upon which relief can be given.
2. Plaintiff has failed to mitigate its damages.
3. Plaintiff's Complaint is barred by the doctrine of laches and/or waiver.
4. Plaintiff's damages were caused by Plaintiff's own actions.

5. Defendants reserve the right to add additional affirmative defenses made known to them through discovery in the within cause.

VARNUM, RIDDERING, SCHMIDT & HOWLETT LLP  
Attorneys for Defendants

Dated: 3/15/05

By: 

William E. Rohn (P33255)  
Michael S. McElwee (P36088)  
Elizabeth J. Fossel (P41430)

Business Address and Telephone:  
Bridgewater Place, P.O. Box 352  
Grand Rapids, Michigan 49501-0352  
(616) 336-6000

#1050106